

(19) World Intellectual Property Organization
International Bureau(43) International Publication Date
21 March 2002 (21.03.2002)

PCT

(10) International Publication Number
WO 02/22601 A1(51) International Patent Classification⁷: C07D 401/14,
A61K 31/4427, 31/4155, A61P 35/00, C07D 401/12

(21) International Application Number: PCT/US01/28740

(22) International Filing Date:
14 September 2001 (14.09.2001)

(25) Filing Language: English

(26) Publication Language: English

(30) Priority Data:
60/232,795 15 September 2000 (15.09.2000) US
60/257,887 21 December 2000 (21.12.2000) US
60/286,949 27 April 2001 (27.04.2001) US(71) Applicant (for all designated States except US): VERTEX
PHARMACEUTICALS INCORPORATED [US/US];
Patent Department, 130 Waverly Street, Cambridge, MA
02139-4242 (US).

(72) Inventors; and

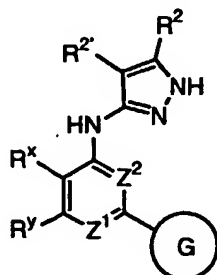
(75) Inventors/Applicants (for US only): KNEGTEL,
Ronald [GB/GB]; 3 Bath Court, Bath Street, Abingdom,
Oxfordshire OX1X1EE (GB). BEBBINGTON, David
[GB/GB]; 6 Linden Close, Newbury, Berkshire R6141QA
(GB). BINCH, Hayley [GB/GB]; 2 Orchard Way, Har-
well, Oxon, Oxfordshire OX11 OLQ (GB). GOLEC,
Julian [GB/GB]; 8 Manor Farm, Chapel Road, Ashbury,
Wiltshire SN6 8LS (GB). PATEL, Sanjay [IN/GB]; 2
Alder Close, Abingdom, Oxon, Aberdeenshire OX141YG
(GB). CHARRIER, Jean-Damien [FR/GB]; Vertex Phar-
maceuticals Inc., Cottage Wing, Station Road, Southam,
Bishops Itchington, Oxfordshire CV47 2QB (GB). KAY,
David [GB/GB]; 4 Church Path, Purton, Purton, WiltshireSN5 9DR (GB). DAVIES, Robert [GB/US]; 65 Orient
Avenue, Arlington, MA 02474 (US). LI, Pan [CN/US];
15 Mystic View Terrace, Arlington, MA 02474 (US).
WANNAMAKER, Marion [US/US]; 375 Harvard Road,
Stow, MA 01775 (US). FORSTER, Cornelia [US/US];
8 Nancy Avenue, Pelham, NH 03076 (US). PIERCE,
Albert [US/US]; 123 Orchard Street, Apartment #36,
Somerville, MA 02144 (US).(74) Agents: ROBIDOUX, Andrea et al.; Vertex Pharmaceu-
ticals Inc., 130 Waverly Street, Cambridge, MA 02139-4242
(US).(81) Designated States (national): AE, AG, AL, AM, AT, AU,
AZ, BA, BB, BG, BR, BY, BZ, CA, CH, CN, CO, CR, CU,
CZ, DE, DK, DM, DZ, EC, EE, ES, FI, GB, GD, GE, GH,
GM, HR, HU, ID, IL, IN, IS, JP, KE, KG, KP, KR, KZ, LC,
LK, LR, LS, LT, LU, LV, MA, MD, MG, MK, MN, MW,
MX, MZ, NO, NZ, PH, PL, PT, RO, RU, SD, SE, SG, SI,
SK, SL, TJ, TM, TR, TT, TZ, UA, UG, US, UZ, VN, YU,
ZA, ZW.(84) Designated States (regional): ARIPO patent (GH, GM,
KE, LS, MW, MZ, SD, SL, SZ, TZ, UG, ZW), Eurasian
patent (AM, AZ, BY, KG, KZ, MD, RU, TJ, TM), European
patent (AT, BE, CH, CY, DE, DK, ES, FI, FR, GB, GR, IE,
IT, LU, MC, NL, PT, SE, TR), OAPI patent (BF, BJ, CF,
CG, CI, CM, GA, GN, GQ, GW, ML, MR, NE, SN, TD,
TG).

Published:

— with international search report

For two-letter codes and other abbreviations, refer to the "Guid-
ance Notes on Codes and Abbreviations" appearing at the begin-
ning of each regular issue of the PCT Gazette.

(54) Title: PYRAZOLE COMPOUNDS USEFUL AS PROTEIN KINASE INHIBITORS



(V)

(57) Abstract: This invention describes novel pyrazole compositions comprising a phar-
maceutically acceptable carrier and a compound of formula (V) wherein Z¹ is N, CR^a,
or CH, and Z² is N or CH, provided one of Z¹ and Z² is nitrogen; G is Ring C or Ring
D; Ring C is selected from a phenyl, pyridinyl, pyrimidinyl, pyridazinyl, pyrazinyl, or
1,2,4-triazinyl ring, wherein said Ring C has one or two ortho substituents independently
selected from -R¹; Ring D is a 5-7 membered monocyclic ring or 8-10 membered bicyclic
ring selected from aryl, heteroaryl, heterocyclyl or carbocyclyl; R^a and R^b are indepen-
dently selected from T-R³, or R^a and R^b are taken together with their intervening atoms
to form a fused ring; and R¹, R², R^{2'}, R³, and T are as described in the specification. The
compounds are useful as protein kinase inhibitors, especially as inhibitors of aurora-2 and
GSK-3, for treating diseases such as cancer, diabetes and Alzheimer's disease.

PYRAZOLE COMPOUNDS USEFUL AS PROTEIN KINASE INHIBITORSCROSS REFERENCE TO RELATED APPLICATIONS

This application claims priority to US
Provisional Patent Application 60/232,795 filed September
15, 2000, US Provisional Patent Application 60/257,887
filed December 21, 2000 and US Provisional Patent
5 Application 60/286,949 filed April 27, 2001, the contents
of which are incorporated herein by reference.

FIELD OF THE INVENTION

The present invention is in the field of
medicinal chemistry and relates to compounds that are
protein kinase inhibitors, compositions containing such
10 compounds and methods of use. More particularly, this
invention relates to compounds that are inhibitors of
GSK-3 and Aurora-2 protein kinases. The invention also
relates to methods of treating diseases associated with
these protein kinases, such as diabetes, cancer and
15 Alzheimer's disease.

BACKGROUND OF THE INVENTION

The search for new therapeutic agents has been
greatly aided in recent years by better understanding of
20 the structure of enzymes and other biomolecules
associated with target diseases. One important class of
enzymes that has been the subject of extensive study is
the protein kinases.

Protein kinases mediate intracellular signal
25 transduction. They do this by effecting a phosphoryl
transfer from a nucleoside triphosphate to a protein
acceptor that is involved in a signaling pathway. There

are a number of kinases and pathways through which extracellular and other stimuli cause a variety of cellular responses to occur inside the cell. Examples of such stimuli include environmental and chemical stress
5 signals (e.g. osmotic shock, heat shock, ultraviolet radiation, bacterial endotoxin, H_2O_2), cytokines (e.g. interleukin-1 (IL-1) and tumor necrosis factor α (TNF- α)), and growth factors (e.g. granulocyte macrophage-colony-stimulating factor (GM-CSF), and fibroblast growth
10 factor (FGF)). An extracellular stimulus may effect one or more cellular responses related to cell growth, migration, differentiation, secretion of hormones, activation of transcription factors, muscle contraction, glucose metabolism, control of protein synthesis and
15 regulation of cell cycle.

Many diseases are associated with abnormal cellular responses triggered by protein kinase-mediated events. These diseases include autoimmune diseases, inflammatory diseases, neurological and neurodegenerative
20 diseases, cancer, cardiovascular diseases, allergies and asthma, Alzheimer's disease or hormone-related diseases. Accordingly, there has been a substantial effort in medicinal chemistry to find protein kinase inhibitors that are effective as therapeutic agents.

25 Aurora-2 is a serine/threonine protein kinase that has been implicated in human cancer, such as colon, breast and other solid tumors. This kinase is believed to be involved in protein phosphorylation events that regulate the cell cycle. Specifically, Aurora-2 may play
30 a role in controlling the accurate segregation of chromosomes during mitosis. Misregulation of the cell cycle can lead to cellular proliferation and other abnormalities. In human colon cancer tissue, the aurora-

2 protein has been found to be overexpressed. See
Bischoff et al., *EMBO J.*, 1998, 17, 3052-3065; Schumacher
et al., *J. Cell Biol.*, 1998, 143, 1635-1646; Kimura et
al., *J. Biol. Chem.*, 1997, 272, 13766-13771.

5 Glycogen synthase kinase-3 (GSK-3) is a
serine/threonine protein kinase comprised of α and β
isoforms that are each encoded by distinct genes [Coghlan
et al., *Chemistry & Biology*, 7, 793-803 (2000); Kim and
Kimmel, *Curr. Opinion Genetics Dev.*, 10, 508-514 (2000)].
10 GSK-3 has been implicated in various diseases including
diabetes, Alzheimer's disease, CNS disorders such as
manic depressive disorder and neurodegenerative diseases,
and cardiomyocyte hypertrophy [WO 99/65897; WO 00/38675;
and Haq et al., *J. Cell Biol.* (2000) 151, 117]. These
15 diseases may be caused by, or result in, the abnormal
operation of certain cell signaling pathways in which
GSK-3 plays a role. GSK-3 has been found to
phosphorylate and modulate the activity of a number of
regulatory proteins. These proteins include glycogen
20 synthase which is the rate limiting enzyme necessary for
glycogen synthesis, the microtubule associated protein
Tau, the gene transcription factor β -catenin, the
translation initiation factor eIF2B, as well as ATP
citrate lyase, axin, heat shock factor-1, c-Jun, c-Myc,
25 c-Myb, CREB, and CEPB α . These diverse protein targets
implicate GSK-3 in many aspects of cellular metabolism,
proliferation, differentiation and development.

In a GSK-3 mediated pathway that is relevant
for the treatment of type II diabetes, insulin-induced
30 signaling leads to cellular glucose uptake and glycogen
synthesis. Along this pathway, GSK-3 is a negative
regulator of the insulin-induced signal. Normally, the
presence of insulin causes inhibition of GSK-3 mediated

phosphorylation and deactivation of glycogen synthase.

The inhibition of GSK-3 leads to increased glycogen synthesis and glucose uptake [Klein et al., *PNAS*, 93, 8455-9 (1996); Cross et al., *Biochem. J.*, 303, 21-26

5 (1994); Cohen, *Biochem. Soc. Trans.*, 21, 555-567 (1993); Massillon et al., *Biochem J.* 299, 123-128 (1994)].

However, in a diabetic patient where the insulin response is impaired, glycogen synthesis and glucose uptake fail to increase despite the presence of relatively high blood
10 levels of insulin. This leads to abnormally high blood levels of glucose with acute and long term effects that may ultimately result in cardiovascular disease, renal failure and blindness. In such patients, the normal insulin-induced inhibition of GSK-3 fails to occur. It
15 has also been reported that in patients with type II diabetes, GSK-3 is overexpressed [WO 00/38675].

Therapeutic inhibitors of GSK-3 are therefore potentially useful for treating diabetic patients suffering from an impaired response to insulin.

20 GSK-3 activity has also been associated with Alzheimer's disease. This disease is characterized by the well-known β -amyloid peptide and the formation of intracellular neurofibrillary tangles. The neurofibrillary tangles contain hyperphosphorylated Tau
25 protein where Tau is phosphorylated on abnormal sites. GSK-3 has been shown to phosphorylate these abnormal sites in cell and animal models. Furthermore, inhibition of GSK-3 has been shown to prevent hyperphosphorylation of Tau in cells [Lovestone et al., *Current Biology* 4,
30 1077-86 (1994); Brownlee et al., *Neuroreport* 8, 3251-55 (1997)]. Therefore, it is believed that GSK-3 activity may promote generation of the neurofibrillary tangles and the progression of Alzheimer's disease.

Another substrate of GSK-3 is β -catenin which is degraded after phosphorylation by GSK-3. Reduced levels of β -catenin have been reported in schizophrenic patients and have also been associated with other
5 diseases related to increase in neuronal cell death [Zhong et al., *Nature*, 395, 698-702 (1998); Takashima et al., *PNAS*, 90, 7789-93 (1993); Pei et al., *J. Neuropathol. Exp*, 56, 70-78 (1997)].

As a result of the biological importance of
10 GSK-3, there is current interest in therapeutically effective GSK-3 inhibitors. Small molecules that inhibit GSK-3 have recently been reported [WO 99/65897 (Chiron) and WO 00/38675 (SmithKline Beecham)].

For many of the aforementioned diseases
15 associated with abnormal GSK-3 activity, other protein kinases have also been targeted for treating the same diseases. However, the various protein kinases often act through different biological pathways. For example, certain quinazoline derivatives have been reported
20 recently as inhibitors of p38 kinase (WO 00/12497 to Scios). The compounds are reported to be useful for treating conditions characterized by enhanced p38- α activity and/or enhanced TGF- β activity. While p38 activity has been implicated in a wide variety of
25 diseases, including diabetes, p38 kinase is not reported to be a constituent of an insulin signaling pathway that regulates glycogen synthesis or glucose uptake. Therefore, unlike GSK-3, p38 inhibition would not be
30 uptake.

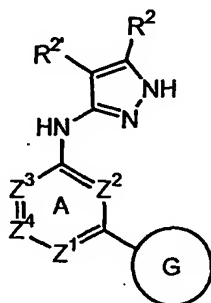
There is a continued need to find new therapeutic agents to treat human diseases. The protein kinases aurora-2 and GSK-3 are especially attractive

targets for the discovery of new therapeutics due to their important role in cancer, diabetes, Alzheimer's disease and other diseases.

5

DESCRIPTION OF THE INVENTION

It has now been found that compounds of this invention and pharmaceutical compositions thereof are effective as protein kinase inhibitors, particularly as inhibitors of aurora-2 and GSK-3. These compounds have the general formula I:



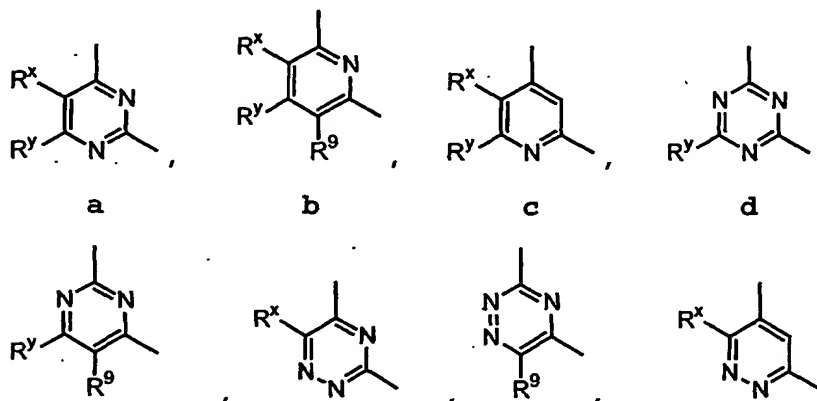
I

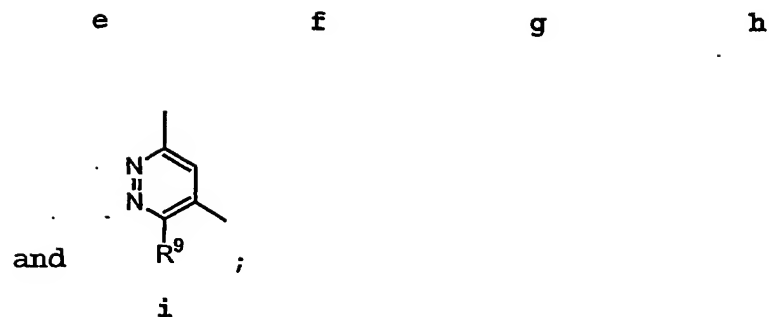
or a pharmaceutically acceptable derivative or prodrug thereof, wherein:

Z¹ to Z⁴ are as described below;

Ring A is selected from the group consisting of:

20





5

G is Ring C or Ring D;

Ring C is selected from a phenyl, pyridinyl, pyrimidinyl, pyridazinyl, pyrazinyl, or 1,2,4-triazinyl ring,

wherein said Ring C has one or two ortho substituents
 10 independently selected from $-R^1$, any substitutable non-ortho carbon position on Ring C is independently substituted by $-R^5$, and two adjacent substituents on Ring C are optionally taken together with their
 15 intervening atoms to form a fused, unsaturated or partially unsaturated, 5-6 membered ring having 0-3 heteroatoms selected from oxygen, sulfur or nitrogen, said fused ring being optionally substituted by halo, oxo, or $-R^8$;

Ring D is a 5-7 membered monocyclic ring or 8-10 membered
 20 bicyclic ring selected from aryl, heteroaryl, heterocyclyl or carbocyclyl, said heteroaryl or heterocyclyl ring having 1-4 ring heteroatoms selected from nitrogen, oxygen or sulfur, wherein Ring D is substituted at any substitutable ring carbon by oxo or
 25 $-R^5$, and at any substitutable ring nitrogen by $-R^4$, provided that when Ring D is a six-membered aryl or heteroaryl ring, $-R^5$ is hydrogen at each ortho carbon position of Ring D;

R^1 is selected from -halo, -CN, $-NO_2$, T-V- R^6 , phenyl, 5-6
 30 membered heteroaryl ring, 5-6 membered heterocyclyl ring, or C_{1-6} aliphatic group, said phenyl, heteroaryl,

- and heterocyclyl rings each optionally substituted by up to three groups independently selected from halo, oxo, or $-R^8$, said C_{1-6} aliphatic group optionally substituted with halo, cyano, nitro, or oxygen, or R^1
- 5 and an adjacent substituent taken together with their intervening atoms form said ring fused to Ring C;
- R^x and R^y are independently selected from $T-R^3$, or R^x and R^y are taken together with their intervening atoms to form a fused, unsaturated or partially unsaturated, 5-8 membered ring having 0-3 ring heteroatoms selected from oxygen, sulfur, or nitrogen, wherein any substitutable carbon on said fused ring formed by R^x and R^y is substituted by oxo or $T-R^3$, and any substitutable nitrogen on said ring formed by R^x and R^y is substituted by R^4 ;
- T is a valence bond or a C_{1-4} alkylidene chain;
- R^2 and $R^{2'}$ are independently selected from $-R$, $-T-W-R^6$, or R^2 and $R^{2'}$ are taken together with their intervening atoms to form a fused, 5-8 membered, unsaturated or
- 10 partially unsaturated, ring having 0-3 ring heteroatoms selected from nitrogen, oxygen, or sulfur, wherein each substitutable carbon on said fused ring formed by R^2 and $R^{2'}$ is substituted by halo, oxo, $-CN$, $-NO_2$, $-R^7$, or $-V-R^6$, and any substitutable nitrogen on said ring
- 15 formed by R^2 and $R^{2'}$ is substituted by R^4 ;
- R^3 is selected from $-R$, $-halo$, $-OR$, $-C(=O)R$, $-CO_2R$, $-COCOR$, $-COCH_2COR$, $-NO_2$, $-CN$, $-S(O)R$, $-S(O)_2R$, $-SR$, $-N(R^4)_2$, $-CON(R^7)_2$, $-SO_2N(R^7)_2$, $-OC(=O)R$, $-N(R^7)COR$, $-N(R^7)CO_2$ (optionally substituted C_{1-6} aliphatic), $-N(R^4)N(R^4)_2$, $-C=NN(R^4)_2$, $-C=N-OR$, $-N(R^7)CON(R^7)_2$, $-N(R^7)SO_2N(R^7)_2$, $-N(R^4)SO_2R$, or $-OC(=O)N(R^7)_2$;
- each R is independently selected from hydrogen or an optionally substituted group selected from C_{1-6}

aliphatic, C₆₋₁₀ aryl, a heteroaryl ring having 5-10 ring atoms, or a heterocyclyl ring having 5-10 ring atoms;

each R⁴ is independently selected from -R⁷, -COR⁷, -CO₂(C₁₋₆ aliphatic), -CON(R⁷)₂, or -SO₂R⁷, or two R⁴ on the same nitrogen are taken together to form a 5-8 membered heterocyclyl or heteroaryl ring;

5 each R⁵ is independently selected from -R, halo, -OR, -C(=O)R, -CO₂R, -COCOR, -NO₂, -CN, -S(O)R, -SO₂R, -SR, -N(R⁴)₂, -CON(R⁴)₂, -SO₂N(R⁴)₂, -OC(=O)R, -N(R⁴)COR, -N(R⁴)CO₂(optionally substituted C₁₋₆ aliphatic), -N(R⁴)N(R⁴)₂, -C=NN(R⁴)₂, -C=N-OR, -N(R⁴)CON(R⁴)₂,
10 -N(R⁴)SO₂N(R⁴)₂, -N(R⁴)SO₂R, or -OC(=O)N(R⁴)₂, or R⁵ and an adjacent substituent taken together with their intervening atoms form said ring fused to Ring C;

V is -O-, -S-, -SO-, -SO₂-, -N(R⁶)SO₂-, -SO₂N(R⁶)-,
-N(R⁶)-, -CO-, -CO₂-, -N(R⁶)CO-, -N(R⁶)C(O)O-,
15 -N(R⁶)CON(R⁶)-, -N(R⁶)SO₂N(R⁶)-, -N(R⁶)N(R⁶)-,
-C(O)N(R⁶)-, -OC(O)N(R⁶)-, -C(R⁶)₂O-, -C(R⁶)₂S-,
-C(R⁶)₂SO-, -C(R⁶)₂SO₂-, -C(R⁶)₂SO₂N(R⁶)-, -C(R⁶)₂N(R⁶)-,
-C(R⁶)₂N(R⁶)C(O)O-, -C(R⁶)₂N(R⁶)C(O)O-, -C(R⁶)=NN(R⁶)-,
-C(R⁶)=N-O-, -C(R⁶)₂N(R⁶)N(R⁶)-, -C(R⁶)₂N(R⁶)SO₂N(R⁶)-, or
20 -C(R⁶)₂N(R⁶)CON(R⁶)-;

W is -C(R⁶)₂O-, -C(R⁶)₂S-, -C(R⁶)₂SO-, -C(R⁶)₂SO₂-,
-C(R⁶)₂SO₂N(R⁶)-, -C(R⁶)₂N(R⁶)-, -CO-, -CO₂-,
-C(R⁶)OC(O)-, -C(R⁶)OC(O)N(R⁶)-, -C(R⁶)₂N(R⁶)CO-,
-C(R⁶)₂N(R⁶)C(O)O-, -C(R⁶)=NN(R⁶)-, -C(R⁶)=N-O-,
25 -C(R⁶)₂N(R⁶)N(R⁶)-, -C(R⁶)₂N(R⁶)SO₂N(R⁶)-,
-C(R⁶)₂N(R⁶)CON(R⁶)-, or -CON(R⁶)-;

each R⁶ is independently selected from hydrogen or an optionally substituted C₁₋₄ aliphatic group, or two R⁶ groups on the same nitrogen atom are taken together

with the nitrogen atom to form a 5-6 membered heterocyclyl or heteroaryl ring;

each R⁷ is independently selected from hydrogen or an optionally substituted C₁₋₆ aliphatic group, or two R⁷ on the same nitrogen are taken together with the nitrogen to form a 5-8 membered heterocyclyl or heteroaryl ring;

each R⁸ is independently selected from an optionally substituted C₁₋₄ aliphatic group, -OR⁶, -SR⁶, -COR⁶, -SO₂R⁶, -N(R⁶)₂, -N(R⁶)N(R⁶)₂, -CN, -NO₂, -CON(R⁶)₂, or -CO₂R⁶; and

R⁹ is selected from -R, halo, -OR, -C(=O)R, -CO₂R, -COCOR, -NO₂, -CN, -S(O)R, -SO₂R, -SR, -N(R⁴)₂, -CON(R⁴)₂, -SO₂N(R⁴)₂, -OC(=O)R, -N(R⁴)COR, -N(R⁴)CO₂(optionally substituted C₁₋₆ aliphatic), -N(R⁴)N(R⁴)₂, -C=NN(R⁴)₂, -C=N-OR, -N(R⁴)CON(R⁴)₂, -N(R⁴)SO₂N(R⁴)₂, -N(R⁴)SO₂R, or -OC(=O)N(R⁴)₂.

As used herein, the following definitions shall apply unless otherwise indicated. The phrase "optionally substituted" is used interchangeably with the phrase "substituted or unsubstituted" or with the term "(un)substituted." Unless otherwise indicated, an optionally substituted group may have a substituent at each substitutable position of the group, and each substitution is independent of the other.

The term "aliphatic" as used herein means straight-chain, branched or cyclic C₁-C₁₂ hydrocarbons which are completely saturated or which contain one or more units of unsaturation but which are not aromatic. For example, suitable aliphatic groups include substituted or unsubstituted linear, branched or cyclic alkyl, alkenyl, alkynyl groups and hybrids thereof such as (cycloalkyl)alkyl, (cycloalkenyl)alkyl or

(cycloalkyl)alkenyl. The terms "alkyl", "alkoxy", "hydroxyalkyl", "alkoxyalkyl", and "alkoxycarbonyl", used alone or as part of a larger moiety includes both straight and branched chains containing one to twelve carbon atoms. The terms "alkenyl" and "alkynyl" used alone or as part of a larger moiety shall include both straight and branched chains containing two to twelve carbon atoms. The term "cycloalkyl" used alone or as part of a larger moiety shall include cyclic C₃-C₁₂ hydrocarbons which are completely saturated or which contain one or more units of unsaturation, but which are not aromatic.

The terms "haloalkyl", "haloalkenyl" and "haloalkoxy" means alkyl, alkenyl or alkoxy, as the case may be, substituted with one or more halogen atoms. The term "halogen" means F, Cl, Br, or I.

The term "heteroatom" means nitrogen, oxygen, or sulfur and includes any oxidized form of nitrogen and sulfur, and the quaternized form of any basic nitrogen. Also the term "nitrogen" includes a substitutable nitrogen of a heterocyclic ring. As an example, in a saturated or partially unsaturated ring having 0-3 heteroatoms selected from oxygen, sulfur or nitrogen, the nitrogen may be N (as in 3,4-dihydro-2H-pyrrolyl), NH (as in pyrrolidinyl) or NR⁺ (as in N-substituted pyrrolidinyl).

The terms "carbocycle", "carbocyclyl", "carbocyclo", or "carbocyclic" as used herein means an aliphatic ring system having three to fourteen members. The terms "carbocycle", "carbocyclyl", "carbocyclo", or "carbocyclic" whether saturated or partially unsaturated, also refers to rings that are optionally substituted. The terms "carbocycle", "carbocyclyl", "carbocyclo", or

"carbocyclic" also include aliphatic rings that are fused to one or more aromatic or nonaromatic rings, such as in a decahydronaphthyl or tetrahydronaphthyl, where the radical or point of attachment is on the aliphatic ring.

5 The term "aryl" used alone or as part of a larger moiety as in "aralkyl", "aralkoxy", or "aryloxyalkyl", refers to aromatic ring groups having five to fourteen members, such as phenyl, benzyl, phenethyl, 1-naphthyl, 2-naphthyl, 1-anthracyl and 2-
10 anthracyl. The term "aryl" also refers to rings that are optionally substituted. The term "aryl" may be used interchangeably with the term "aryl ring". "Aryl" also includes fused polycyclic aromatic ring systems in which an aromatic ring is fused to one or more rings. Examples
15 include 1-naphthyl, 2-naphthyl, 1-anthracyl and 2-anthracyl. Also included within the scope of the term "aryl", as it is used herein, is a group in which an aromatic ring is fused to one or more non-aromatic rings, such as in an indanyl, phenanthridinyl, or
20 tetrahydronaphthyl, where the radical or point of attachment is on the aromatic ring.

 The term "heterocycle", "heterocyclyl", or "heterocyclic" as used herein includes non-aromatic ring systems having five to fourteen members, preferably five
25 to ten, in which one or more ring carbons, preferably one to four, are each replaced by a heteroatom such as N, O, or S. Examples of heterocyclic rings include 3-1H-benzimidazol-2-one, (1-substituted)-2-oxo-benzimidazol-3-yl, 2-tetrahydrofuranyl, 3-tetrahydrofuranyl, 2-
30 tetrahydropyranyl, 3-tetrahydropyranyl, 4-tetrahydropyranyl, [1,3]-dioxalanyl, [1,3]-dithiolanyl, [1,3]-dioxanyl, 2-tetrahydrothiophenyl, 3-tetrahydrothiophenyl, 2-morpholinyl, 3-morpholinyl, 4-

morpholinyl, 2-thiomorpholinyl, 3-thiomorpholinyl, 4-thiomorpholinyl, 1-pyrrolidinyl, 2-pyrrolidinyl, 3-pyrrolidinyl, 1-piperazinyl, 2-piperazinyl, 1-piperidinyl, 2-piperidinyl, 3-piperidinyl, 4-piperidinyl, 4-thiazolidinyl, diazolonyl, N-substituted diazolonyl, 1-phthalimidinyl, benzoxanyl, benzopyrrolidinyl, benzopiperidinyl, benzoxolanyl, benzothiolanyl, and benzothianyl. Also included within the scope of the term "heterocyclyl" or "heterocyclic", as it is used herein, is a group in which a non-aromatic heteroatom-containing ring is fused to one or more aromatic or non-aromatic rings, such as in an indolinyl, chromanyl, phenanthridinyl, or tetrahydroquinolinyl, where the radical or point of attachment is on the non-aromatic heteroatom-containing ring. The term "heterocycle", "heterocyclyl", or "heterocyclic" whether saturated or partially unsaturated, also refers to rings that are optionally substituted.

The term "heteroaryl", used alone or as part of a larger moiety as in "heteroaralkyl" or "heteroarylalkoxy", refers to heteroaromatic ring groups having five to fourteen members. Examples of heteroaryl rings include 2-furanyl, 3-furanyl, N-imidazolyl, 2-imidazolyl, 4-imidazolyl, 5-imidazolyl, 3-isoxazolyl, 4-isoxazolyl, 5-isoxazolyl, 2-oxadiazolyl, 5-oxadiazolyl, 2-oxazolyl, 4-oxazolyl, 5-oxazolyl, 1-pyrrolyl, 2-pyrrolyl, 3-pyrrolyl, 2-pyridyl, 3-pyridyl, 4-pyridyl, 2-pyrimidyl, 4-pyrimidyl, 5-pyrimidyl, 3-pyridazinyl, 2-thiazolyl, 4-thiazolyl, 5-thiazolyl, 5-tetrazolyl, 2-triazolyl, 5-triazolyl, 2-thienyl, 3-thienyl, carbazolyl, benzimidazolyl, benzothienyl, benzofuranyl, indolyl, quinolinyl, benzotriazolyl, benzothiazolyl, benzooxazolyl, benzimidazolyl, isoquinolinyl, indolyl,

isindolyl, acridinyl, or benzoisoxazolyl. Also included within the scope of the term "heteroaryl", as it is used herein, is a group in which a heteroatomic ring is fused to one or more aromatic or nonaromatic rings where the radical or point of attachment is on the heteroaromatic ring. Examples include tetrahydroquinolinyl, tetrahydroisoquinolinyl, and pyrido[3,4-d]pyrimidinyl. The term "heteroaryl" also refers to rings that are optionally substituted. The term "heteroaryl" may be used interchangeably with the term "heteroaryl ring" or the term "heteroaromatic".

An aryl (including aralkyl, aralkoxy, aryloxyalkyl and the like) or heteroaryl (including heteroaralkyl and heteroarylalkoxy and the like) group may contain one or more substituents. Examples of suitable substituents on the unsaturated carbon atom of an aryl, heteroaryl, aralkyl, or heteroaralkyl group include a halogen, $-R^o$, $-OR^o$, $-SR^o$, 1,2-methylene-dioxy, 1,2-ethylenedioxy, protected OH (such as acyloxy), phenyl (Ph), substituted Ph, $-O(Ph)$, substituted $-O(Ph)$, $-CH_2(Ph)$, substituted $-CH_2(Ph)$, $-CH_2CH_2(Ph)$, substituted $-CH_2CH_2(Ph)$, $-NO_2$, $-CN$, $-N(R^o)_2$, $-NR^oC(O)R^o$, $-NR^oC(O)N(R^o)_2$, $-NR^oCO_2R^o$, $-NR^oNR^oC(O)R^o$, $-NR^oNR^oC(O)N(R^o)_2$, $-NR^oNR^oCO_2R^o$, $-C(O)C(O)R^o$, $-C(O)CH_2C(O)R^o$, $-CO_2R^o$, $-C(O)R^o$, $-C(O)N(R^o)_2$, $-OC(O)N(R^o)_2$, $-S(O)_2R^o$, $-SO_2N(R^o)_2$, $-S(O)R^o$, $-NR^oSO_2N(R^o)_2$, $-NR^oSO_2R^o$, $-C(=S)N(R^o)_2$, $-C(=NH)-N(R^o)_2$, $-(CH_2)_yNHC(O)R^o$, $-(CH_2)_yNHC(O)CH(V-R^o)(R^o)$; wherein R^o is hydrogen, a substituted or unsubstituted aliphatic group, an unsubstituted heteroaryl or heterocyclic ring, phenyl (Ph), substituted Ph, $-O(Ph)$, substituted $-O(Ph)$, $-CH_2(Ph)$, or substituted $-CH_2(Ph)$; y is 0-6; and V is a linker group. Examples of substituents on the aliphatic

group or the phenyl ring of R^o include amino, alkylamino, dialkylamino, aminocarbonyl, halogen, alkyl, alkylaminocarbonyl, dialkylaminocarbonyl, alkylaminocarbonyloxy, dialkylaminocarbonyloxy, alkoxy, nitro, cyano, carboxy, alkoxycarbonyl, alkylcarbonyl, hydroxy, haloalkoxy, or haloalkyl.

An aliphatic group or a non-aromatic heterocyclic ring may contain one or more substituents. Examples of suitable substituents on the saturated carbon of an aliphatic group or of a non-aromatic heterocyclic ring include those listed above for the unsaturated carbon of an aryl or heteroaryl group and the following: =O, =S, =NNHR^{*}, =NN(R^{*})₂, =N-, =NNHC(O)R^{*}, =NNHCO₂(alkyl), =NNHSO₂(alkyl), or =NR^{*}, where each R^{*} is independently selected from hydrogen, an unsubstituted aliphatic group or a substituted aliphatic group. Examples of substituents on the aliphatic group include amino, alkylamino, dialkylamino, aminocarbonyl, halogen, alkyl, alkylaminocarbonyl, dialkylaminocarbonyl, alkylaminocarbonyloxy, dialkylaminocarbonyloxy, alkoxy, nitro, cyano, carboxy, alkoxycarbonyl, alkylcarbonyl, hydroxy, haloalkoxy, or haloalkyl.

Suitable substituents on the nitrogen of a non-aromatic heterocyclic ring include -R⁺, -N(R⁺)₂, -C(O)R⁺, -CO₂R⁺, -C(O)C(O)R⁺, -C(O)CH₂C(O)R⁺, -SO₂R⁺, -SO₂N(R⁺)₂, -C(=S)N(R⁺)₂, -C(=NH)-N(R⁺)₂, and -NR⁺SO₂R⁺; wherein R⁺ is hydrogen, an aliphatic group, a substituted aliphatic group, phenyl (Ph), substituted Ph, -O(Ph), substituted -O(Ph), CH₂(Ph), substituted CH₂(Ph), or an unsubstituted heteroaryl or heterocyclic ring. Examples of substituents on the aliphatic group or the phenyl ring include amino, alkylamino, dialkylamino, aminocarbonyl, halogen, alkyl, alkylaminocarbonyl,

dialkylaminocarbonyl, alkylaminocarbonyloxy, dialkylaminocarbonyloxy, alkoxy, nitro, cyano, carboxy, alkoxycarbonyl, alkylcarbonyl, hydroxy, haloalkoxy, or haloalkyl.

5 The term "linker group" or "linker" means an organic moiety that connects two parts of a compound. Linkers are typically comprised of an atom such as oxygen or sulfur, a unit such as -NH-, -CH₂-, -C(O)-, -C(O)NH-, or a chain of atoms, such as an alkylidene chain. The
10 molecular mass of a linker is typically in the range of about 14 to 200, preferably in the range of 14 to 96 with a length of up to about six atoms. Examples of linkers include a saturated or unsaturated C₁₋₆ alkylidene chain which is optionally substituted, and wherein one or two
15 saturated carbons of the chain are optionally replaced by -C(O)-, -C(O)C(O)-, -CONH-, -CONHNH-, -CO₂-, -OC(O)-, -NHCO₂-, -O-, -NHCONH-, -OC(O)NH-, -NHNH-, -NHCO-, -S-, -SO-, -SO₂-, -NH-, -SO₂NH-, or -NHSO₂-.

 The term "alkylidene chain" refers to an
20 optionally substituted, straight or branched carbon chain that may be fully saturated or have one or more units of unsaturation. The optional substituents are as described above for an aliphatic group.

 A combination of substituents or variables is
25 permissible only if such a combination results in a stable or chemically feasible compound. A stable compound or chemically feasible compound is one in which the chemical structure is not substantially altered when kept at a temperature of 40 °C or less, in the absence of
30 moisture or other chemically reactive conditions, for at least a week.

 Unless otherwise stated, structures depicted herein are also meant to include all stereochemical forms

of the structure; i.e., the R and S configurations for each asymmetric center. Therefore, single stereochemical isomers as well as enantiomeric and diastereomeric mixtures of the present compounds are within the scope of
5 the invention. Unless otherwise stated, structures depicted herein are also meant to include compounds which differ only in the presence of one or more isotopically enriched atoms. For example, compounds having the present structures except for the replacement of a
10 hydrogen by a deuterium or tritium, or the replacement of a carbon by a ^{13}C - or ^{14}C -enriched carbon are within the scope of this invention.

Compounds of formula I or salts thereof may be formulated into compositions. In a preferred embodiment,
15 the composition is a pharmaceutical composition. In one embodiment, the composition comprises an amount of the protein kinase inhibitor effective to inhibit a protein kinase, particularly GSK-3, in a biological sample or in a patient. In another embodiment, compounds of this
20 invention and pharmaceutical compositions thereof, which comprise an amount of the protein kinase inhibitor effective to treat or prevent a GSK-3-mediated condition and a pharmaceutically acceptable carrier, adjuvant, or vehicle, may be formulated for administration to a
25 patient.

The term "GSK-3-mediated condition" or "disease", as used herein, means any disease or other deleterious condition or state in which GSK-3 is known to play a role. Such diseases or conditions include,
30 without limitation, diabetes, Alzheimer's disease, Huntington's Disease, Parkinson's Disease, AIDS-associated dementia, amyotrophic lateral sclerosis (AML),

multiple sclerosis (MS), schizophrenia, cardiomyocyte hypertrophy, reperfusion/ischemia, and baldness.

One aspect of this invention relates to a method of enhancing glycogen synthesis and/or lowering
5 blood levels of glucose in a patient in need thereof, which method comprises administering to the patient a therapeutically effective amount of a compound of formula I or a pharmaceutical composition thereof. This method is especially useful for diabetic patients. Another
10 method relates to inhibiting the production of hyperphosphorylated Tau protein, which is useful in halting or slowing the progression of Alzheimer's disease. Another method relates to inhibiting the phosphorylation of β -catenin, which is useful for
15 treating schizophrenia.

Another aspect of the invention relates to inhibiting GSK-3 activity in a biological sample, which method comprises contacting the biological sample with a GSK-3 inhibitor of formula I.

20 Another aspect of this invention relates to a method of inhibiting Aurora-2 activity in a patient, which method comprises administering to the patient a compound of formula I or a composition comprising said compound.

25 Another aspect of this invention relates to a method of treating or preventing an Aurora-2-mediated disease with an Aurora-2 inhibitor, which method comprises administering to a patient in need of such a treatment a therapeutically effective amount of a
30 compound of formula I or a pharmaceutical composition thereof.

The term "Aurora-2-mediated condition" or "disease", as used herein, means any disease or other

deleterious condition in which Aurora is known to play a role. The term "Aurora-2-mediated condition" or "disease" also means those diseases or conditions that are alleviated by treatment with an Aurora-2 inhibitor.

5 Such conditions include, without limitation, cancer. The term "cancer" includes, but is not limited to the following cancers: colon and ovarian.

Another aspect of the invention relates to inhibiting Aurora-2 activity in a biological sample,

10 which method comprises contacting the biological sample with the Aurora-2 inhibitor of formula I, or a composition thereof.

Another aspect of this invention relates to a method of treating or preventing a CDK-2-mediated

15 diseases with a CDK-2 inhibitor, which method comprises administering to a patient in need of such a treatment a therapeutically effective amount of a compound of formula I or a pharmaceutical composition thereof.

The term "CDK-2-mediated condition" or

20 "disease", as used herein, means any disease or other deleterious condition in which CDK-2 is known to play a role. The term "CDK-2-mediated condition" or "disease" also means those diseases or conditions that are alleviated by treatment with a CDK-2 inhibitor. Such

25 conditions include, without limitation, cancer, Alzheimer's disease, restenosis, angiogenesis, glomerulonephritis, cytomegalovirus, HIV, herpes, psoriasis, atherosclerosis, alopecia, and autoimmune diseases such as rheumatoid arthritis. See Fischer, P.M.

30 and Lane, D.P., *Current Medicinal Chemistry*, 7, 1213-1245 (2000); Mani, S., Wang, C., Wu, K., Francis, R. and Pestell, R., *Exp. Opin. Invest. Drugs*, 9, 1849 (2000); Fry, D.W. and Garrett, M.D., *Current Opinion in*

Oncologic, Endocrine & Metabolic Investigational Drugs,
2, 40-59 (2000).

Another aspect of the invention relates to inhibiting CDK-2 activity in a biological sample or a
5 patient, which method comprises administering to the patient a compound of formula I or a composition comprising said compound.

Another aspect of this invention relates to a method of treating or preventing an ERK-2-mediated
10 diseases with an ERK-2 inhibitor, which method comprises administering to a patient in need of such a treatment a therapeutically effective amount of a compound of formula I or a pharmaceutical composition thereof.

The term "ERK-mediated condition", as used
15 herein means any disease state or other deleterious condition in which ERK is known to play a role. The term "ERK-2-mediated condition" or "disease" also means those diseases or conditions that are alleviated by treatment with a ERK-2 inhibitor. Such conditions include, without
20 limitation, cancer, stroke, diabetes, hepatomegaly, cardiovascular disease including cardiomegaly, Alzheimer's disease, cystic fibrosis, viral disease, autoimmune diseases, atherosclerosis, restenosis, psoriasis, allergic disorders including asthma,
25 inflammation, neurological disorders and hormone-related diseases. The term "cancer" includes, but is not limited to the following cancers: breast, ovary, cervix, prostate, testis, genitourinary tract, esophagus, larynx, glioblastoma, neuroblastoma, stomach, skin,
30 keratoacanthoma, lung, epidermoid carcinoma, large cell carcinoma, small cell carcinoma, lung adenocarcinoma, bone, colon, adenoma, pancreas, adenocarcinoma, thyroid, follicular carcinoma, undifferentiated carcinoma,

papillary carcinoma, seminoma, melanoma, sarcoma, bladder carcinoma, liver carcinoma and biliary passages, kidney carcinoma, myeloid disorders, lymphoid disorders, Hodgkin's, hairy cells, buccal cavity and pharynx (oral),
5 lip, tongue, mouth, pharynx, small intestine, colon-rectum, large intestine, rectum, brain and central nervous system, and leukemia. ERK-2 protein kinase and its implication in various diseases has been described [Bokemeyer et al. 1996, *Kidney Int.* 49, 1187; Anderson et
10 al., 1990, *Nature* 343, 651; Crews et al., 1992, *Science* 258, 478; Bjorbaek et al., 1995, *J. Biol. Chem.* 270, 18848; Rouse et al., 1994, *Cell* 78, 1027; Raingeaud et al., 1996, *Mol. Cell Biol.* 16, 1247; Raingeaud et al. 1996; Chen et al., 1993 *Proc. Natl. Acad. Sci. USA* 90,
15 10952; Oliver et al., 1995, *Proc. Soc. Exp. Biol. Med.* 210, 162; Moodie et al., 1993, *Science* 260, 1658; Frey and Mulder, 1997, *Cancer Res.* 57, 628; Sivaraman et al., 1997, *J Clin. Invest.* 99, 1478; Whelchel et al., 1997, *Am. J. Respir. Cell Mol. Biol.* 16, 589].

20 Another aspect of the invention relates to inhibiting ERK-2 activity in a biological sample or a patient, which method comprises administering to the patient a compound of formula I or a composition comprising said compound.

25 Another aspect of this invention relates to a method of treating or preventing an AKT-mediated diseases with an AKT inhibitor, which method comprises administering to a patient in need of such a treatment a therapeutically effective amount of a compound of formula
30 I or a pharmaceutical composition thereof.

The term "AKT-mediated condition", as used herein, means any disease state or other deleterious condition in which AKT is known to play a role. The term

"AKT-mediated condition" or "disease" also means those diseases or conditions that are alleviated by treatment with a AKT inhibitor. AKT-mediated diseases or conditions include, but are not limited to, proliferative disorders, cancer, and neurodegenerative disorders. The association of AKT, also known as protein kinase B, with various diseases has been described [Khawaja, A., *Nature*, pp. 33-34, 1990; Zang, Q. Y., et al, *Oncogene*, 19 2000; Kazuhiko, N., et al, *The Journal of Neuroscience*, 20 2000].

Another aspect of the invention relates to inhibiting AKT activity in a biological sample or a patient, which method comprises administering to the patient a compound of formula I or a composition comprising said compound.

Another aspect of this invention relates to a method of treating or preventing a Src-mediated disease with a Src inhibitor, which method comprises administering to a patient in need of such a treatment a therapeutically effective amount of a compound of formula I or a pharmaceutical composition thereof.

The term "Src-mediated condition", as used herein means any disease state or other deleterious condition in which Src is known to play a role. The term "Src-mediated condition" or "disease" also means those diseases or conditions that are alleviated by treatment with a Src inhibitor. Such conditions include, without limitation, hypercalcemia, osteoporosis, osteoarthritis, cancer, symptomatic treatment of bone metastasis, and Paget's disease. Src protein kinase and its implication in various diseases has been described [Soriano, *Cell*, 69, 551 (1992); Soriano et al., *Cell*, 64, 693 (1991); Takayanagi, *J. Clin. Invest.*, 104, 137 (1999); Boschelli,

Drugs of the Future 2000, 25(7), 717, (2000); Talamonti, *J. Clin. Invest.*, 91, 53 (1993); Lutz, *Biochem. Biophys. Res.* 243, 503 (1998); Rosen, *J. Biol. Chem.*, 261, 13754 (1986); Bolen, *Proc. Natl. Acad. Sci. USA*, 84, 2251 (1987); Masaki, *Hepatology*, 27, 1257 (1998); Biscardi, *Adv. Cancer Res.*, 76, 61 (1999); Lynch, *Leukemia*, 7, 1416 (1993); Wiener, *Clin. Cancer Res.*, 5, 2164 (1999); Staley, *Cell Growth Diff.*, 8, 269 (1997)].

Another aspect of the invention relates to
10 inhibiting Src activity in a biological sample or a patient, which method comprises administering to the patient a compound of formula I or a composition comprising said compound.

The term "pharmaceutically acceptable carrier,
15 adjuvant, or vehicle" refers to a non-toxic carrier, adjuvant, or vehicle that may be administered to a patient, together with a compound of this invention, and which does not destroy the pharmacological activity thereof.

20 The term "patient" includes human and veterinary subjects.

The term "biological sample", as used herein, includes, without limitation, cell cultures or extracts thereof; preparations of an enzyme suitable for *in vitro*
25 assay; biopsied material obtained from a mammal or extracts thereof; and blood, saliva, urine, feces, semen, tears, or other body fluids or extracts thereof.

The amount effective to inhibit protein kinase, for example, GSK-3 and Aurora-2, is one that measurably
30 inhibits the kinase activity where compared to the activity of the enzyme in the absence of an inhibitor. Any method may be used to determine inhibition, such as,

for example, the Biological Testing Examples described below.

Pharmaceutically acceptable carriers that may be used in these pharmaceutical compositions include, but
5 are not limited to, ion exchangers, alumina, aluminum stearate, lecithin, serum proteins, such as human serum albumin, buffer substances such as phosphates, glycine, sorbic acid, potassium sorbate, partial glyceride mixtures of saturated vegetable fatty acids, water, salts
10 or electrolytes, such as protamine sulfate, disodium hydrogen phosphate, potassium hydrogen phosphate, sodium chloride, zinc salts, colloidal silica, magnesium trisilicate, polyvinyl pyrrolidone, cellulose-based substances, polyethylene glycol, sodium
15 carboxymethylcellulose, polyacrylates, waxes, polyethylene-polyoxypropylene-block polymers, polyethylene glycol and wool fat.

The compositions of the present invention may be administered orally, parenterally, by inhalation
20 spray, topically, rectally, nasally, buccally, vaginally or via an implanted reservoir. The term "parenteral" as used herein includes subcutaneous, intravenous, intramuscular, intra-articular, intra-synovial, intrasternal, intrathecal, intrahepatic, intralesional
25 and intracranial injection or infusion techniques. Preferably, the compositions are administered orally, intraperitoneally or intravenously.

Sterile injectable forms of the compositions of this invention may be aqueous or oleaginous suspension.
30 These suspensions may be formulated according to techniques known in the art using suitable dispersing or wetting agents and suspending agents. The sterile injectable preparation may also be a sterile injectable

solution or suspension in a non-toxic parenterally-acceptable diluent or solvent, for example as a solution in 1,3-butanediol. Among the acceptable vehicles and solvents that may be employed are water, Ringer's solution and isotonic sodium chloride solution. In addition, sterile, fixed oils are conventionally employed as a solvent or suspending medium. For this purpose, any bland fixed oil may be employed including synthetic mono- or di-glycerides. Fatty acids, such as oleic acid and its glyceride derivatives are useful in the preparation of injectables, as are natural pharmaceutically-acceptable oils, such as olive oil or castor oil, especially in their polyoxyethylated versions. These oil solutions or suspensions may also contain a long-chain alcohol diluent or dispersant, such as carboxymethyl cellulose or similar dispersing agents which are commonly used in the formulation of pharmaceutically acceptable dosage forms including emulsions and suspensions. Other commonly used surfactants, such as Tweens, Spans and other emulsifying agents or bioavailability enhancers which are commonly used in the manufacture of pharmaceutically acceptable solid, liquid, or other dosage forms may also be used for the purposes of formulation.

25 The pharmaceutical compositions of this invention may be orally administered in any orally acceptable dosage form including, but not limited to, capsules, tablets, aqueous suspensions or solutions. In the case of tablets for oral use, carriers commonly used include lactose and corn starch. Lubricating agents, 30 such as magnesium stearate, are also typically added. For oral administration in a capsule form, useful diluents include lactose and dried cornstarch. When

aqueous suspensions are required for oral use, the active ingredient is combined with emulsifying and suspending agents. If desired, certain sweetening, flavoring or coloring agents may also be added.

5 Alternatively, the pharmaceutical compositions of this invention may be administered in the form of suppositories for rectal administration. These can be prepared by mixing the agent with a suitable non-irritating excipient which is solid at room temperature
10 but liquid at rectal temperature and therefore will melt in the rectum to release the drug. Such materials include cocoa butter, beeswax and polyethylene glycols.

 The pharmaceutical compositions of this invention may also be administered topically, especially
15 when the target of treatment includes areas or organs readily accessible by topical application, including diseases of the eye, the skin, or the lower intestinal tract. Suitable topical formulations are readily prepared for each of these areas or organs.

20 Topical application for the lower intestinal tract can be effected in a rectal suppository formulation (see above) or in a suitable enema formulation. Topically-transdermal patches may also be used.

 For topical applications, the pharmaceutical
25 compositions may be formulated in a suitable ointment containing the active component suspended or dissolved in one or more carriers. Carriers for topical administration of the compounds of this invention include, but are not limited to, mineral oil, liquid
30 petrolatum, white petrolatum, propylene glycol, polyoxyethylene, polyoxypropylene compound, emulsifying wax and water. Alternatively, the pharmaceutical compositions can be formulated in a suitable lotion or

cream containing the active components suspended or dissolved in one or more pharmaceutically acceptable carriers. Suitable carriers include, but are not limited to, mineral oil, sorbitan monostearate, polysorbate 60, cetyl esters wax, cetearyl alcohol, 2-octyldodecanol, benzyl alcohol and water.

For ophthalmic use, the pharmaceutical compositions may be formulated as micronized suspensions in isotonic, pH adjusted sterile saline, or, preferably, as solutions in isotonic, pH adjusted sterile saline, either with or without a preservative such as benzylalkonium chloride. Alternatively, for ophthalmic uses, the pharmaceutical compositions may be formulated in an ointment such as petrolatum.

The pharmaceutical compositions of this invention may also be administered by nasal aerosol or inhalation. Such compositions are prepared according to techniques well-known in the art of pharmaceutical formulation and may be prepared as solutions in saline, employing benzyl alcohol or other suitable preservatives, absorption promoters to enhance bioavailability, fluorocarbons, and/or other conventional solubilizing or dispersing agents.

In addition to the compounds of this invention, pharmaceutically acceptable derivatives or prodrugs of the compounds of this invention may also be employed in compositions to treat or prevent the above-identified diseases or disorders.

A "pharmaceutically acceptable derivative or prodrug" means any pharmaceutically acceptable salt, ester, salt of an ester or other derivative of a compound of this invention which, upon administration to a recipient, is capable of providing, either directly or

indirectly, a compound of this invention or an inhibitorily active metabolite or residue thereof. Particularly favored derivatives or prodrugs are those that increase the bioavailability of the compounds of this invention when such compounds are administered to a patient (e.g., by allowing an orally administered compound to be more readily absorbed into the blood) or which enhance delivery of the parent compound to a biological compartment (e.g., the brain or lymphatic system) relative to the parent species.

Pharmaceutically acceptable prodrugs of the compounds of this invention include, without limitation, esters, amino acid esters, phosphate esters, metal salts and sulfonate esters.

Pharmaceutically acceptable salts of the compounds of this invention include those derived from pharmaceutically acceptable inorganic and organic acids and bases. Examples of suitable acid salts include acetate, adipate, alginate, aspartate, benzoate, benzenesulfonate, bisulfate, butyrate, citrate, camphorate, camphorsulfonate, cyclopentanepropionate, digluconate, dodecylsulfate, ethanesulfonate, formate, fumarate, glucoheptanoate, glycerophosphate, glycolate, hemisulfate, heptanoate, hexanoate, hydrochloride, hydrobromide, hydroiodide, 2-hydroxyethanesulfonate, lactate, maleate, malonate, methanesulfonate, 2-naphthalenesulfonate, nicotinate, nitrate, oxalate, palmoate, pectinate, persulfate, 3-phenylpropionate, phosphate, picrate, pivalate, propionate, salicylate, succinate, sulfate, tartrate, thiocyanate, tosylate and undecanoate. Other acids, such as oxalic, while not in themselves pharmaceutically acceptable, may be employed in the preparation of salts useful as intermediates in

obtaining the compounds of the invention and their pharmaceutically acceptable acid addition salts.

Salts derived from appropriate bases include alkali metal (e.g., sodium and potassium), alkaline earth metal (e.g., magnesium), ammonium and $N^+(C_{1-4} \text{ alkyl})_4$ salts. This invention also envisions the quaternization of any basic nitrogen-containing groups of the compounds disclosed herein. Water or oil-soluble or dispersible products may be obtained by such quaternization.

10 The amount of the protein kinase inhibitor that may be combined with the carrier materials to produce a single dosage form will vary depending upon the patient treated and the particular mode of administration. Preferably, the compositions should be formulated so that
15 a dosage of between 0.01 - 100 mg/kg body weight/day of the inhibitor can be administered to a patient receiving these compositions.

It should also be understood that a specific dosage and treatment regimen for any particular patient
20 will depend upon a variety of factors, including the activity of the specific compound employed, the age, body weight, general health, sex, diet, time of administration, rate of excretion, drug combination, and the judgment of the treating physician and the severity
25 of the particular disease being treated. The amount of the inhibitor will also depend upon the particular compound in the composition.

Depending upon the particular protein kinase-mediated condition to be treated or prevented, additional
30 therapeutic agents, which are normally administered to treat or prevent that condition, may be administered together with the inhibitors of this invention. For example, in the treatment of diabetes other anti-diabetic

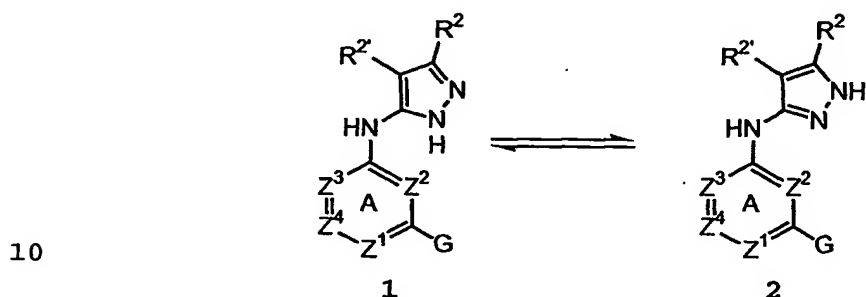
agents may be combined with the GSK-3 inhibitors of this invention to treat diabetes. These agents include, without limitation, insulin or insulin analogues, in injectable or inhalation form, glitazones, alpha
5 glucosidase inhibitors, biguanides, insulin sensitizers, and sulfonyl ureas.

Other examples of agents the inhibitors of this invention may also be combined with include, without limitation, chemotherapeutic agents or other anti-
10 proliferative agents such as adriamycin, dexamethasone, vincristine, cyclophosphamide, fluorouracil, topotecan, taxol, interferons, and platinum derivatives; anti-inflammatory agents such as corticosteroids, TNF blockers, IL-1 RA, azathioprine, cyclophosphamide, and
15 sulfasalazine; immunomodulatory and immunosuppressive agents such as cyclosporin, tacrolimus, rapamycin, mycophenolate mofetil, interferons, corticosteroids, cyclophosphamide, azathioprine, and sulfasalazine; neurotrophic factors such as acetylcholinesterase
20 inhibitors, MAO inhibitors, interferons, anti-convulsants, ion channel blockers, riluzole, and anti-Parkinsonian agents; agents for treating cardiovascular disease such as beta-blockers, ACE inhibitors, diuretics, nitrates, calcium channel blockers, and statins; agents
25 for treating liver disease such as corticosteroids, cholestyramine, interferons, and anti-viral agents; agents for treating blood disorders such as corticosteroids, anti-leukemic agents, and growth factors; and agents for treating immunodeficiency
30 disorders such as gamma globulin.

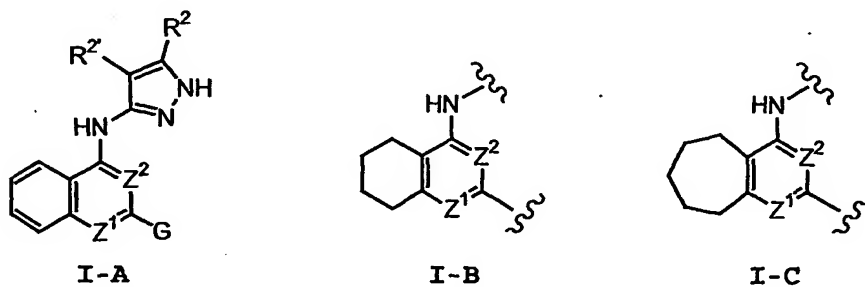
Those additional agents may be administered separately from the protein kinase inhibitor-containing composition, as part of a multiple dosage regimen.

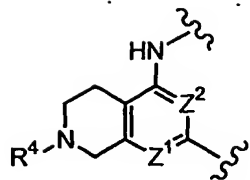
Alternatively, those agents may be part of a single dosage form, mixed together with the protein kinase inhibitor of this invention in a single composition.

Compounds of this invention may exist in
5 alternative tautomeric forms, as in tautomers 1 and 2
shown below. Unless otherwise indicated, the
representation of either tautomer is meant to include the
other.

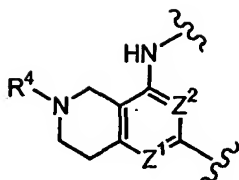


R^x and R^y (at positions Z³ and Z⁴, respectively) may be taken together to form a fused ring, providing a bicyclic ring system containing Ring A. Preferred R^x/R^y rings include a 5-, 6-, 7-, or 8-membered unsaturated or partially unsaturated ring having 0-2 heteroatoms, wherein said R^x/R^y ring is optionally substituted. Examples of Ring A systems are shown below by compounds I-A through I-DD, wherein Z¹ is nitrogen or C(R⁹) and Z² is nitrogen or C(H).

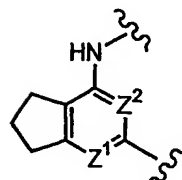




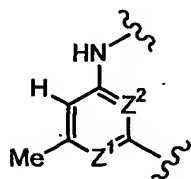
I-D



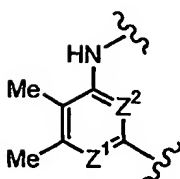
I-E



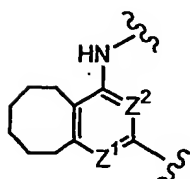
I-F



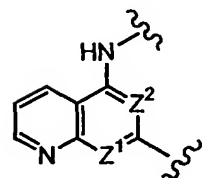
I-G



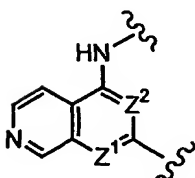
I-H



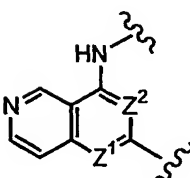
I-I



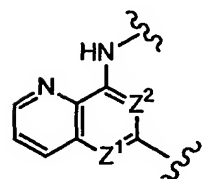
I-J



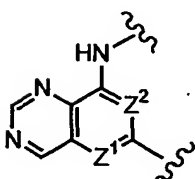
I-K



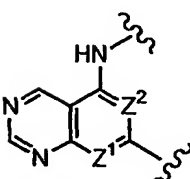
I-L



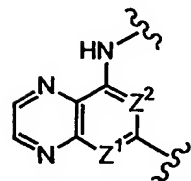
I-M



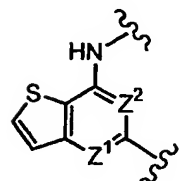
I-N



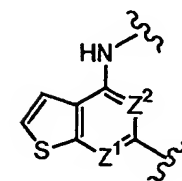
I-O



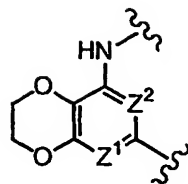
I-P



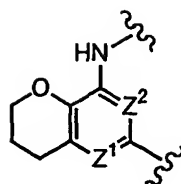
I-Q



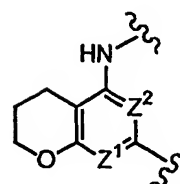
I-R



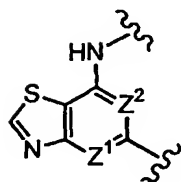
I-S



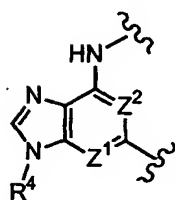
I-T



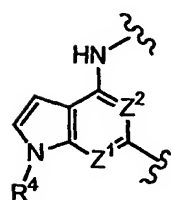
I-U



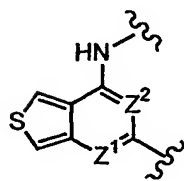
I-V



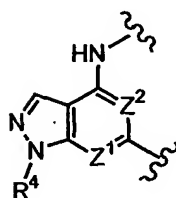
I-W



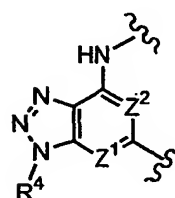
I-X



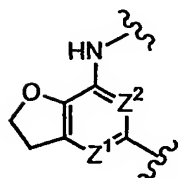
I-Y



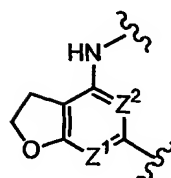
I-Z



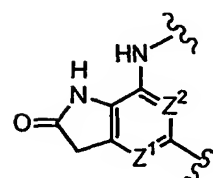
I-AA



I-BB



I-CC



I-DD

Preferred bicyclic Ring A systems include I-A, I-B, I-C, I-D, I-E, I-F, I-G, I-H, I-I, I-J, I-K, I-L, and I-M, more preferably I-A, I-B, I-C, I-F, and I-H, and most preferably I-A, I-B, and I-H.

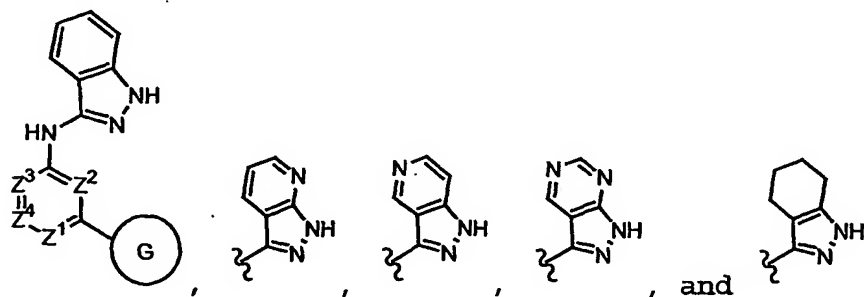
In the monocyclic Ring A system, preferred R^x groups, when present, include hydrogen, alkyl- or dialkylamino, acetamido, or a C_{1-4} aliphatic group such as methyl, ethyl, cyclopropyl, isopropyl or t-butyl.

Preferred R^y groups, when present, include $T-R^3$ wherein T is a valence bond or a methylene, and R^3 is $-R$, $-N(R^4)_2$,

or -OR. Examples of preferred R^Y include 2-pyridyl, 4-pyridyl, piperidinyl, methyl, ethyl, cyclopropyl, isopropyl, t-butyl, alkyl- or dialkylamino, acetamido, optionally substituted phenyl such as phenyl or halo-substituted phenyl, and methoxymethyl.

In the bicyclic Ring A system, the ring formed when R^X and R^Y are taken together may be substituted or unsubstituted. Suitable substituents include -R, halo, -OR, -C(=O)R, -CO₂R, -COCOR, -NO₂, -CN, -S(O)R, -SO₂R, -SR, -N(R⁴)₂, -CON(R⁴)₂, -SO₂N(R⁴)₂, -OC(=O)R, -N(R⁴)COR, -N(R⁴)CO₂(optionally substituted C₁₋₆ aliphatic), -N(R⁴)N(R⁴)₂, -C=NN(R⁴)₂, -C=N-OR, -N(R⁴)CON(R⁴)₂, -N(R⁴)SO₂N(R⁴)₂, -N(R⁴)SO₂R, or -OC(=O)N(R⁴)₂, wherein R and R⁴ are as defined above. Preferred R^X/R^Y ring substituents include -halo, -R, -OR, -COR, -CO₂R, -CON(R⁴)₂, -CN, or -N(R⁴)₂ wherein R is hydrogen or an optionally substituted C₁₋₆ aliphatic group.

R^2 and $R^{2'}$ may be taken together to form a fused ring, thus providing a bicyclic ring system containing a pyrazole ring. Preferred fused rings include benzo, pyrido, pyrimido, and a partially unsaturated 6-membered carbocyclo ring, wherein said fused ring is optionally substituted. These are exemplified in the following formula I compounds having a pyrazole-containing bicyclic ring system:



Preferred substituents on the R²/R^{2'} fused ring include one or more of the following: -halo, -N(R⁴)₂, -C₁₋₃ alkyl, -C₁₋₃ haloalkyl, -NO₂, -O(C₁₋₃ alkyl), -CO₂(C₁₋₃ alkyl), -CN, -SO₂(C₁₋₃ alkyl), -SO₂NH₂, -OC(O)NH₂, -

5 NH₂SO₂(C₁₋₃ alkyl), -NHC(O)(C₁₋₃ alkyl), -C(O)NH₂, and -CO(C₁₋₃ alkyl), wherein the (C₁₋₃ alkyl) is most preferably methyl.

When the pyrazole ring system is monocyclic, preferred R² groups include hydrogen, C₁₋₄ aliphatic,

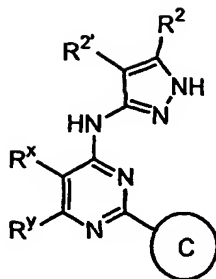
10 alkoxyacetyl, (un)substituted phenyl, hydroxyalkyl, alkoxyalkyl, aminocarbonyl, mono- or dialkylaminocarbonyl, aminoalkyl, alkylaminoalkyl, dialkylaminoalkyl, phenylaminocarbonyl, and (N-heterocycl)carbonyl. Examples of such preferred R²

15 substituents include methyl, cyclopropyl, ethyl, isopropyl, propyl, t-butyl, cyclopentyl, phenyl, CO₂H, CO₂CH₃, CH₂OH, CH₂OCH₃, CH₂CH₂CH₂OH, CH₂CH₂CH₂OCH₃, CH₂CH₂CH₂OCH₂Ph, CH₂CH₂CH₂NH₂, CH₂CH₂CH₂NHCOOC(CH₃)₃, CONHCH(CH₃)₂, CONHCH₂CH=CH₂, CONHCH₂CH₂OCH₃, CONHCH₂Ph,

20 CONH(cyclohexyl), CON(Et)₂, CON(CH₃)CH₂Ph, CONH(n-C₃H₇), CON(Et)CH₂CH₂CH₃, CONHCH₂CH(CH₃)₂, CON(n-C₃H₇)₂, CO(3-methoxymethylpyrrolidin-1-yl), CONH(3-tolyl), CONH(4-tolyl), CONHCH₃, CO(morpholin-1-yl), CO(4-methylpiperazin-1-yl), CONHCH₂CH₂OH, CONH₂, and CO(piperidin-1-yl). A

25 preferred R^{2'} group is hydrogen.

An embodiment that is particularly useful for treating GSK3-mediated diseases relates to compounds of formula II:



II

or a pharmaceutically acceptable derivative or prodrug thereof, wherein;

Ring C is selected from a phenyl, pyridinyl, pyrimidinyl, pyridazinyl, pyrazinyl, or 1,2,4-triazinyl ring,

5 wherein said Ring C has one or two ortho substituents independently selected from $-R^1$, any substitutable non-ortho carbon position on Ring C is independently substituted by $-R^5$, and two adjacent substituents on Ring C are optionally taken together with their
 10 intervening atoms to form a fused, unsaturated or partially unsaturated, 5-6 membered ring having 0-3 heteroatoms selected from oxygen, sulfur or nitrogen, said fused ring being optionally substituted by halo, oxo, or $-R^8$;

15 R^1 is selected from -halo, -CN, $-NO_2$, T-V- R^6 , phenyl, 5-6 membered heteroaryl ring, 5-6 membered heterocyclyl ring, or C_{1-6} aliphatic group, said phenyl, heteroaryl, and heterocyclyl rings each optionally substituted by up to three groups independently selected from halo, oxo, or $-R^8$, said C_{1-6} aliphatic group optionally
 20 substituted with halo, cyano, nitro, or oxygen, or R^1 and an adjacent substituent taken together with their intervening atoms form said ring fused to Ring C;

R^x and R^y are independently selected from T- R^3 , or R^x and R^y are taken together with their intervening atoms to form a fused, unsaturated or partially unsaturated, 5-8

membered ring having 0-3 ring heteroatoms selected from oxygen, sulfur, or nitrogen, wherein any substitutable carbon on said fused ring formed by R^x and R^y is substituted by oxo or $T-R^3$, and any substitutable nitrogen on said ring formed by R^x and R^y is substituted by R^4 ;

T is a valence bond or a C_{1-4} alkylidene chain;

R^2 and $R^{2'}$ are independently selected from -R, -T-W- R^6 , or

R^2 and $R^{2'}$ are taken together with their intervening atoms to form a fused, 5-8 membered, unsaturated or partially unsaturated, ring having 0-3 ring heteroatoms

5 selected from nitrogen, oxygen, or sulfur, wherein each substitutable carbon on said fused ring formed by R^2 and $R^{2'}$ is substituted by halo, oxo, -CN, -NO₂, - R^7 , or -V- R^6 , and any substitutable nitrogen on said ring formed by R^2 and $R^{2'}$ is substituted by R^4 ;

R^3 is selected from -R, -halo, -OR, -C(=O)R, -CO₂R, -COCOR, -COCH₂COR, -NO₂, -CN, -S(O)R, -S(O)₂R, -SR, -N(R^4)₂, -CON(R^7)₂, -SO₂N(R^7)₂, -OC(=O)R, -N(R^7)COR, -N(R^7)CO₂(optionally substituted C_{1-6} aliphatic), -N(R^4)N(R^4)₂, -C=NN(R^4)₂, -C=N-OR, -N(R^7)CON(R^7)₂, -N(R^7)SO₂N(R^7)₂, -N(R^4)SO₂R, or -OC(=O)N(R^7)₂;

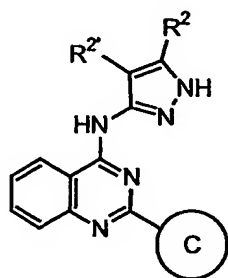
each R is independently selected from hydrogen or an optionally substituted group selected from C_{1-6} aliphatic, C_{6-10} aryl, a heteroaryl ring having 5-10 ring atoms, or a heterocyclyl ring having 5-10 ring atoms;

10 each R^4 is independently selected from - R^7 , -COR⁷, -CO₂(optionally substituted C_{1-6} aliphatic), -CON(R^7)₂, or -SO₂R⁷, or two R^4 on the same nitrogen are taken together to form a 5-8 membered heterocyclyl or heteroaryl ring;

- each R^5 is independently selected from -R, halo, -OR,
 -C(=O)R, -CO₂R, -COCOR, -NO₂, -CN, -S(O)R, -SO₂R, -SR,
 -N(R⁴)₂, -CON(R⁴)₂, -SO₂N(R⁴)₂, -OC(=O)R, -N(R⁴)COR,
 -N(R⁴)CO₂(optionally substituted C₁₋₆ aliphatic),
 5 -N(R⁴)N(R⁴)₂, -C=NN(R⁴)₂, -C=N-OR, -N(R⁴)CON(R⁴)₂,
 -N(R⁴)SO₂N(R⁴)₂, -N(R⁴)SO₂R, or -OC(=O)N(R⁴)₂, or R^5 and
 an adjacent substituent taken together with their
 intervening atoms form said ring fused to Ring C;
 V is -O-, -S-, -SO-, -SO₂-, -N(R⁶)SO₂-, -SO₂N(R⁶)-,
 10 -N(R⁶)-, -CO-, -CO₂-, -N(R⁶)CO-, -N(R⁶)C(O)O-,
 -N(R⁶)CON(R⁶)-, -N(R⁶)SO₂N(R⁶)-, -N(R⁶)N(R⁶)-,
 -C(O)N(R⁶)-, -OC(O)N(R⁶)-, -C(R⁶)₂O-, -C(R⁶)₂S-,
 -C(R⁶)₂SO-, -C(R⁶)₂SO₂-, -C(R⁶)₂SO₂N(R⁶)-, -C(R⁶)₂N(R⁶)-,
 -C(R⁶)₂N(R⁶)C(O)-, -C(R⁶)₂N(R⁶)C(O)O-, -C(R⁶)=NN(R⁶)-,
 15 -C(R⁶)=N-O-, -C(R⁶)₂N(R⁶)N(R⁶)-, -C(R⁶)₂N(R⁶)SO₂N(R⁶)-, or
 -C(R⁶)₂N(R⁶)CON(R⁶)-;
 W is -C(R⁶)₂O-, -C(R⁶)₂S-, -C(R⁶)₂SO-, -C(R⁶)₂SO₂-,
 -C(R⁶)₂SO₂N(R⁶)-, -C(R⁶)₂N(R⁶)-, -CO-, -CO₂-,
 -C(R⁶)OC(O)-, -C(R⁶)OC(O)N(R⁶)-, -C(R⁶)₂N(R⁶)CO-,
 20 -C(R⁶)₂N(R⁶)C(O)O-, -C(R⁶)=NN(R⁶)-, -C(R⁶)=N-O-,
 -C(R⁶)₂N(R⁶)N(R⁶)-, -C(R⁶)₂N(R⁶)SO₂N(R⁶)-,
 -C(R⁶)₂N(R⁶)CON(R⁶)-, or -CON(R⁶)-;
 each R^6 is independently selected from hydrogen, an
 optionally substituted C₁₋₄ aliphatic group, or two R^6
 25 groups on the same nitrogen atom are taken together
 with the nitrogen atom to form a 5-6 membered
 heterocyclyl or heteroaryl ring;
 each R^7 is independently selected from hydrogen or an
 optionally substituted C₁₋₆ aliphatic group, or two R^7
 30 on the same nitrogen are taken together with the
 nitrogen to form a 5-8 membered heterocyclyl or
 heteroaryl ring; and

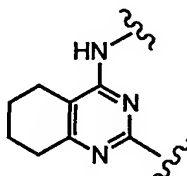
each R^8 is independently selected from an optionally substituted C_{1-4} aliphatic group, $-OR^6$, $-SR^6$, $-COR^6$, $-SO_2R^6$, $-N(R^6)_2$, $-N(R^6)N(R^6)_2$, $-CN$, $-NO_2$, $-CON(R^6)_2$, or $-CO_2R^6$.

- 5 When the R^x and R^y groups of formula II are taken together to form a fused ring, preferred R^x/R^y rings include a 5-, 6-, 7-, or 8-membered unsaturated or partially unsaturated ring having 0-2 heteroatoms, wherein said R^x/R^y ring is optionally substituted. This
- 10 provides a bicyclic ring system containing a pyrimidine ring. Examples of preferred pyrimidine ring systems of formula II are the mono- and bicyclic systems shown below.

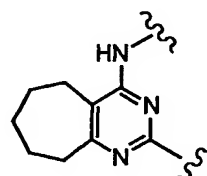


15

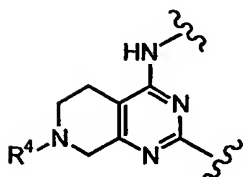
II-A



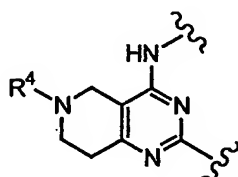
II-B



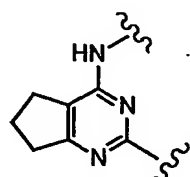
II-C



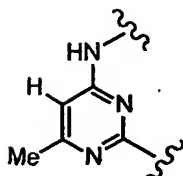
II-D



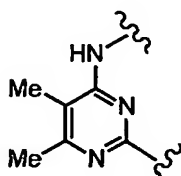
II-E



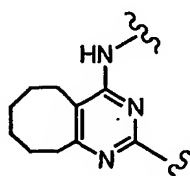
II-F



II-G

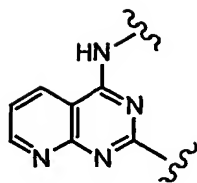


II-H

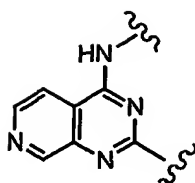


II-I

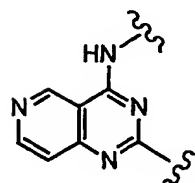
20



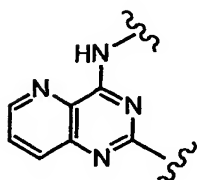
II-J



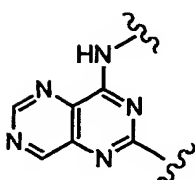
II-K



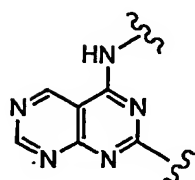
II-L



II-M

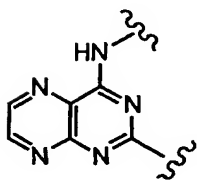


II-N



II-O

5



II-P

10

More preferred pyrimidine ring systems of formula II include II-A, II-B, II-C, II-F, and II-H, most preferably II-A, II-B, and II-H.

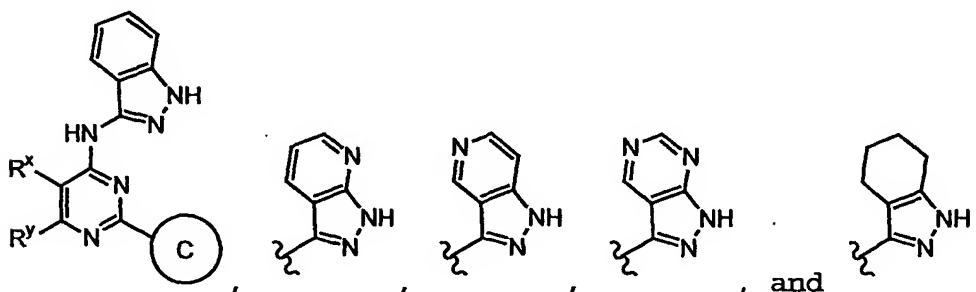
In the monocyclic pyrimidine ring system of formula II, preferred R^x groups include hydrogen, alkyl- or dialkylamino, acetamido, or a C_{1-4} aliphatic group such as methyl, ethyl, cyclopropyl, isopropyl or t-butyl. Preferred R^y groups include T- R^3 wherein T is a valence bond or a methylene, and R^3 is -R, - $N(R^4)_2$, or -OR. When R^3 is -R or -OR, a preferred R is an optionally substituted group selected from C_{1-6} aliphatic, phenyl, or a 5-6 membered heteroaryl or heterocyclyl ring. Examples of preferred R^y include 2-pyridyl, 4-pyridyl, piperidinyl, methyl, ethyl, cyclopropyl, isopropyl, t-butyl, alkyl- or dialkylamino, acetamido, optionally substituted phenyl

15

20

such as phenyl or halo-substituted phenyl, and methoxymethyl.

- In the bicyclic pyrimidine ring system of formula II, the ring formed when R^x and R^y are taken together may be substituted or unsubstituted. Suitable substituents include -R, halo, -OR, -C(=O)R, -CO₂R, -COCOR, -NO₂, -CN, -S(O)R, -SO₂R, -SR, -N(R⁴)₂, -CON(R⁴)₂, -SO₂N(R⁴)₂, -OC(=O)R, -N(R⁴)COR, -N(R⁴)CO₂(optionally substituted C₁₋₆ aliphatic), -N(R⁴)N(R⁴)₂, -C=NN(R⁴)₂, -C=N-OR, -N(R⁴)CON(R⁴)₂, -N(R⁴)SO₂N(R⁴)₂, -N(R⁴)SO₂R, or -OC(=O)N(R⁴)₂, wherein R and R⁴ are as defined above. Preferred R^x/R^y ring substituents include -halo, -R, -OR, -COR, -CO₂R, -CON(R⁴)₂, -CN, or -N(R⁴)₂ wherein R is an optionally substituted C₁₋₆ aliphatic group.
- The R^2 and $R^{2'}$ groups of formula II may be taken together to form a fused ring, thus providing a bicyclic ring system containing a pyrazole ring. Preferred fused rings include benzo, pyrido, pyrimido, and a partially unsaturated 6-membered carbocyclo ring. These are exemplified in the following formula II compounds having a pyrazole-containing bicyclic ring system:

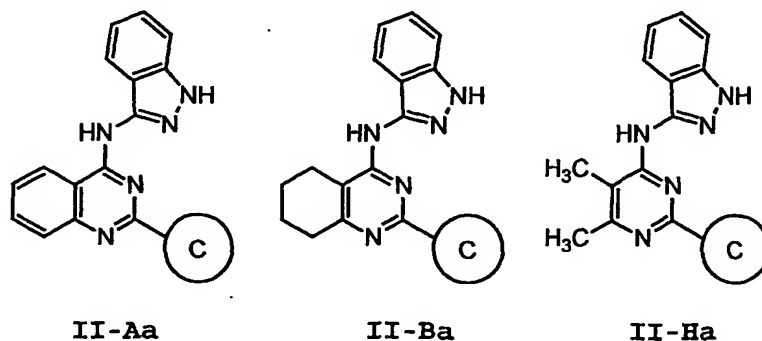


- Preferred substituents on the $R^2/R^{2'}$ fused ring of formula II include one or more of the following: -halo, -N(R⁴)₂, -C₁₋₄ alkyl, -C₁₋₄ haloalkyl, -NO₂, -O(C₁₋₄ alkyl), -CO₂(C₁₋₄ alkyl), -CN, -SO₂(C₁₋₄ alkyl), -SO₂NH₂,

-OC(O)NH₂, -NH₂SO₂(C₁₋₄ alkyl), -NHC(O)(C₁₋₄ alkyl),
-C(O)NH₂, and -CO(C₁₋₄ alkyl), wherein the (C₁₋₄ alkyl) is a
straight, branched, or cyclic alkyl group. Preferably,
the (C₁₋₄ alkyl) group is methyl.

5 When the pyrazole ring system of formula II is
monocyclic, preferred R² groups include hydrogen, a
substituted or unsubstituted group selected from aryl,
heteroaryl, or a C₁₋₆ aliphatic group. Examples of such
preferred R² groups include methyl, t-butyl, -CH₂OCH₃,
10 cyclopropyl, furanyl, thienyl, and phenyl. A preferred
R^{2'} group is hydrogen.

More preferred ring systems of formula II are
the following, which may be substituted as described
above, wherein R² and R^{2'} are taken together with the
15 pyrazole ring to form an indazole ring; and R^x and R^y are
each methyl, or R^x and R^y are taken together with the
pyrimidine ring to form a quinazoline or
tetrahydroquinazoline ring:



Particularly preferred are those compounds of formula
II-Aa, II-Ba, or II-Ha wherein ring C is a phenyl ring
25 and R¹ is halo, methyl, or trifluoromethyl.

Preferred formula II Ring C groups are phenyl
and pyridinyl. When two adjacent substituents on Ring C
are taken together to form a fused ring, Ring C is

contained in a bicyclic ring system. Preferred fused rings include a benzo or pyrido ring. Such rings preferably are fused at ortho and meta positions of Ring C. Examples of preferred bicyclic Ring C systems include
5 naphthyl, quinolinyl and isoquinolinyl.

An important feature of the formula II compounds is the R^1 ortho substituent on Ring C. An ortho position on Ring C or Ring D is defined relative to the position where Ring A is attached. Preferred R^1 groups
10 include -halo, an optionally substituted C_{1-6} aliphatic group, phenyl, $-COR^6$, $-OR^6$, $-CN$, $-SO_2R^6$, $-SO_2NH_2$, $-N(R^6)_2$, $-CO_2R^6$, $-CONH_2$, $-NHCOR^6$, $-OC(O)NH_2$, or $-NHSO_2R^6$. When R^1 is an optionally substituted C_{1-6} aliphatic group, the most preferred optional substituents are halogen. Examples of
15 preferred R^1 groups include $-CF_3$, $-Cl$, $-F$, $-CN$, $-COCH_3$, $-OCH_3$, $-OH$, $-CH_2CH_3$, $-OCH_2CH_3$, $-CH_3$, $-CF_2CH_3$, cyclohexyl, t-butyl, isopropyl, cyclopropyl, $-C\equiv CH$, $-C\equiv C-CH_3$, $-SO_2CH_3$, $-SO_2NH_2$, $-N(CH_3)_2$, $-CO_2CH_3$, $-CONH_2$, $-NHCOCH_3$, $-OC(O)NH_2$, $-NHSO_2CH_3$, and $-OCF_3$.

On Ring C of formula II, preferred R^5 substituents, when present, include -halo, $-CN$, $-NO_2$, $-N(R^4)_2$, optionally substituted C_{1-6} aliphatic group, $-OR$, $-C(O)R$, $-CO_2R$, $-CONH(R^4)$, $-N(R^4)COR$, $-SO_2N(R^4)_2$, and $-N(R^4)SO_2R$. More preferred R^5 substituents include $-Cl$,
20 $-F$, $-CN$, $-CF_3$, $-NH_2$, $-NH(C_{1-4} \text{ aliphatic})$, $-N(C_{1-4} \text{ aliphatic})_2$, $-O(C_{1-4} \text{ aliphatic})$, $C_{1-4} \text{ aliphatic}$, and $-CO_2(C_{1-4} \text{ aliphatic})$. Examples of such preferred R^5 substituents include $-Cl$, $-F$, $-CN$, $-CF_3$, $-NH_2$, $-NHMe$, $-NMe_2$, $-OEt$, methyl, ethyl, cyclopropyl, isopropyl, t-
25 butyl, and $-CO_2Et$.

Preferred formula II compounds have one or more, and more preferably all, of the features selected from the group consisting of:

(a) Ring C is a phenyl or pyridinyl ring;
optionally substituted by $-R^5$, wherein when Ring C and two
adjacent substituents thereon form a bicyclic ring
system, the bicyclic ring system is selected from a
5 naphthyl, quinolinyl or isoquinolinyl ring;

(b) R^x is hydrogen or C_{1-4} aliphatic and R^y is
 $T-R^3$, or R^x and R^y are taken together with their
intervening atoms to form an optionally substituted 5-7
membered unsaturated or partially unsaturated ring having
10 0-2 ring nitrogens;

(c) R^1 is -halo, an optionally substituted C_{1-6}
aliphatic group, phenyl, $-COR^6$, $-OR^6$, $-CN$, $-SO_2R^6$, $-SO_2NH_2$,
 $-N(R^6)_2$, $-CO_2R^6$, $-CONH_2$, $-NHCOR^6$, $-OC(O)NH_2$, or $-NHSO_2R^6$;
and

(d) $R^{2'}$ is hydrogen and R^2 is hydrogen or a
substituted or unsubstituted group selected from aryl,
heteroaryl, or a C_{1-6} aliphatic group, or R^2 and $R^{2'}$ are
taken together with their intervening atoms to form a
substituted or unsubstituted benzo, pyrido, pyrimido or
20 partially unsaturated 6-membered carbocyclo ring.

More preferred compounds of formula II have one
or more, and more preferably all, of the features
selected from the group consisting of:

(a) Ring C is a phenyl or pyridinyl ring,
25 optionally substituted by $-R^5$, wherein when Ring C and two
adjacent substituents thereon form a bicyclic ring
system, the bicyclic ring system is a naphthyl ring;

(b) R^x is hydrogen or methyl and R^y is $-R$,
 $N(R^4)_2$, or $-OR$, or R^x and R^y are taken together with their
30 intervening atoms to form a 5-7 membered unsaturated or
partially unsaturated carbocyclo ring optionally
substituted with $-R$, halo, $-OR$, $-C(=O)R$, $-CO_2R$, $-COCOR$,
 $-NO_2$, $-CN$, $-S(O)R$, $-SO_2R$, $-SR$, $-N(R^4)_2$, $-CON(R^4)_2$,

$-\text{SO}_2\text{N}(\text{R}^4)_2$, $-\text{OC}(=\text{O})\text{R}$, $-\text{N}(\text{R}^4)\text{COR}$, $-\text{N}(\text{R}^4)\text{CO}_2$ (optionally substituted C_{1-6} aliphatic), $-\text{N}(\text{R}^4)\text{N}(\text{R}^4)_2$, $-\text{C}=\text{NN}(\text{R}^4)_2$, $-\text{C}=\text{N}-\text{OR}$, $-\text{N}(\text{R}^4)\text{CON}(\text{R}^4)_2$, $-\text{N}(\text{R}^4)\text{SO}_2\text{N}(\text{R}^4)_2$, $-\text{N}(\text{R}^4)\text{SO}_2\text{R}$, or $-\text{OC}(=\text{O})\text{N}(\text{R}^4)_2$;

5 (c) R^1 is -halo, a C_{1-6} haloaliphatic group, a C_{1-6} aliphatic group, phenyl, or -CN;

(d) $\text{R}^{2'}$ is hydrogen and R^2 is hydrogen or a substituted or unsubstituted group selected from aryl, or a C_{1-6} aliphatic group, or R^2 and $\text{R}^{2'}$ are taken together
10 with their intervening atoms to form a substituted or unsubstituted benzo, pyrido, pyrimido or partially unsaturated 6-membered carbocyclo ring; and

(e) each R^5 is independently selected from -halo, -CN, $-\text{NO}_2$, $-\text{N}(\text{R}^4)_2$, optionally substituted C_{1-6}
15 aliphatic group, -OR, $-\text{C}(\text{O})\text{R}$, $-\text{CO}_2\text{R}$, $-\text{CONH}(\text{R}^4)$, $-\text{N}(\text{R}^4)\text{COR}$, $-\text{SO}_2\text{N}(\text{R}^4)_2$, or $-\text{N}(\text{R}^4)\text{SO}_2\text{R}$.

Even more preferred compounds of formula II have one or more, and more preferably all, of the features selected from the group consisting of:

20 (a) Ring C is a phenyl ring optionally substituted by $-\text{R}^5$;

(b) R^x is hydrogen or methyl and R^y is methyl, methoxymethyl, ethyl, cyclopropyl, isopropyl, t-butyl, alkyl- or an optionally substituted group selected from
25 2-pyridyl, 4-pyridyl, piperidinyl, or phenyl, or R^x and R^y are taken together with their intervening atoms to form an optionally substituted benzo ring or partially unsaturated 6-membered carbocyclo ring;

(c) R^1 is -halo, a C_{1-4} aliphatic group
30 optionally substituted with halogen, or -CN;

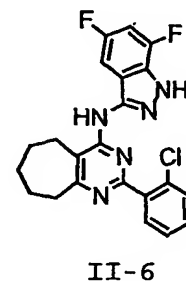
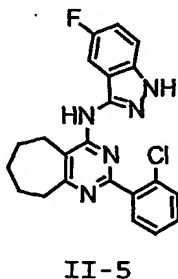
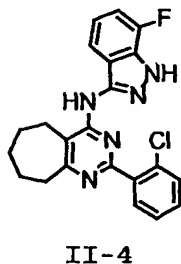
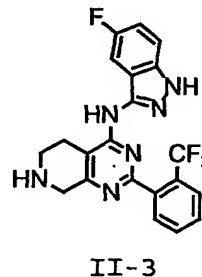
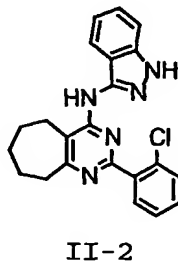
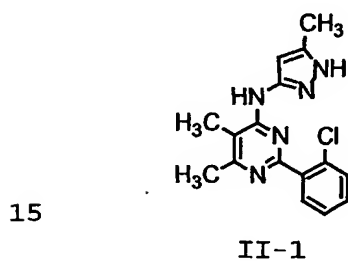
(d) R^2 and $\text{R}^{2'}$ are taken together with their intervening atoms to form a benzo, pyrido, pyrimido or partially unsaturated 6-membered carbocyclo ring

optionally substituted with -halo, $-N(R^4)_2$, $-C_{1-4}$ alkyl, $-C_{1-4}$ haloalkyl, $-NO_2$, $-O(C_{1-4}$ alkyl), $-CO_2(C_{1-4}$ alkyl), $-CN$, $-SO_2(C_{1-4}$ alkyl), $-SO_2NH_2$, $-OC(O)NH_2$, $-NH_2SO_2(C_{1-4}$ alkyl), $-NHC(O)(C_{1-4}$ alkyl), $-C(O)NH_2$, or $-CO(C_{1-4}$ alkyl), wherein
 5 the $(C_{1-4}$ alkyl) is a straight, branched, or cyclic alkyl group; and

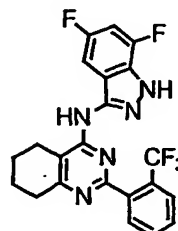
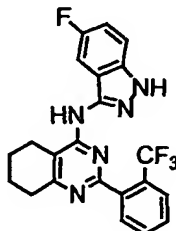
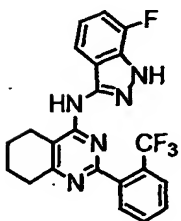
(e) each R^5 is independently selected from $-Cl$, $-F$, $-CN$, $-CF_3$, $-NH_2$, $-NH(C_{1-4}$ aliphatic), $-N(C_{1-4}$ aliphatic) $_2$, $-O(C_{1-4}$ aliphatic), C_{1-4} aliphatic, and
 10 $-CO_2(C_{1-4}$ aliphatic).

Representative compounds of formula II are shown below in Table 1.

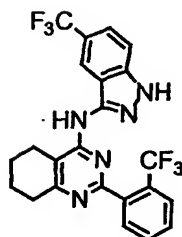
Table 1.



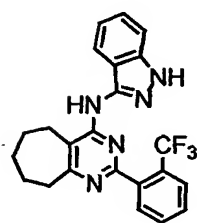
20



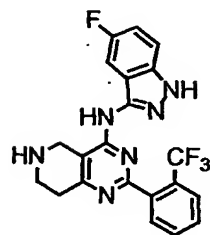
II-7



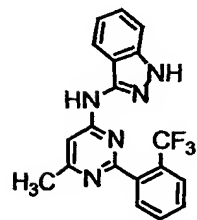
II-10



II-13

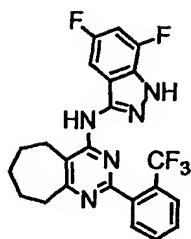


II-16

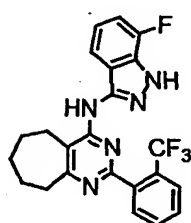


II-19

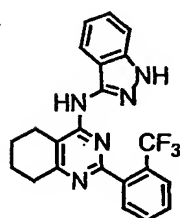
II-8



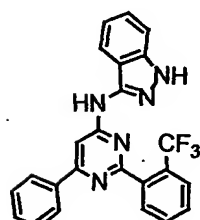
II-11



II-14

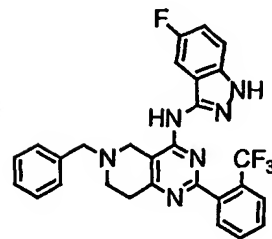


II-17

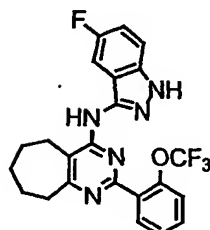


II-20

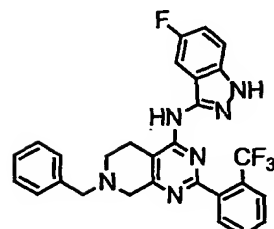
II-9



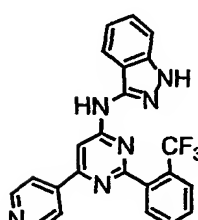
II-12



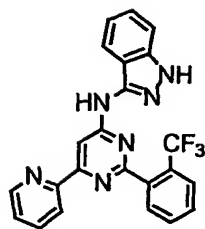
II-15



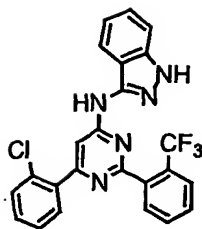
II-18



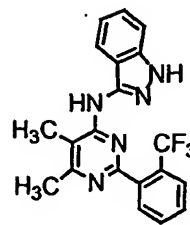
II-21



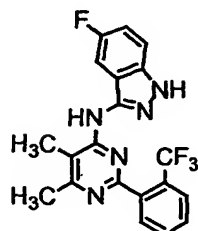
II-22



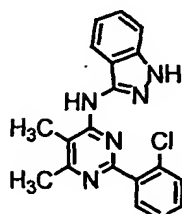
II-23



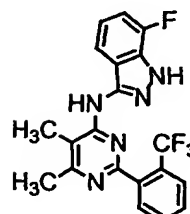
II-24



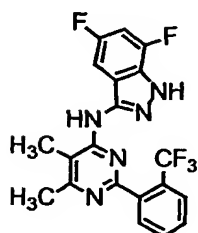
II-25



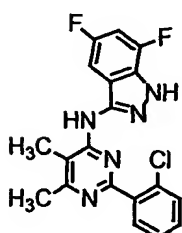
II-26



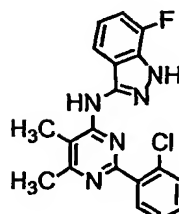
II-27



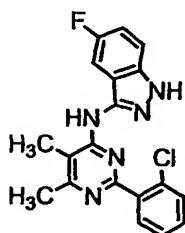
II-28



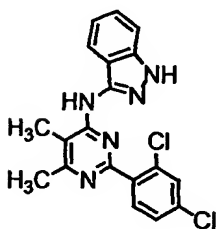
II-29



II-30



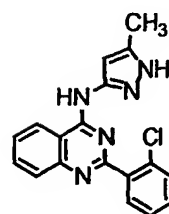
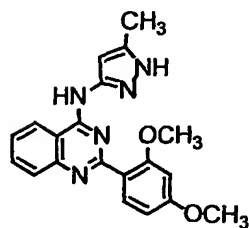
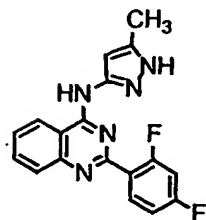
II-31



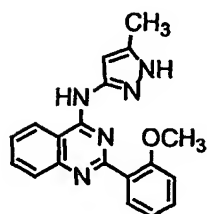
II-32



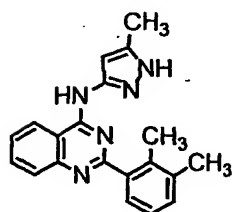
II-33



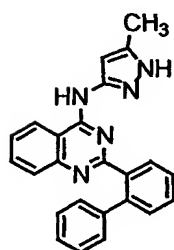
II-34



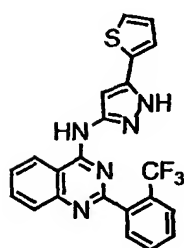
II-37



II-40

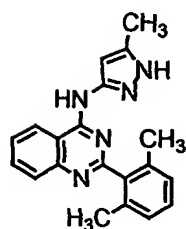


II-43

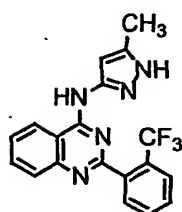


II-46

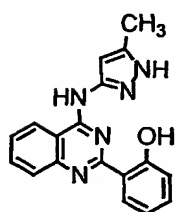
II-35



II-38



II-41

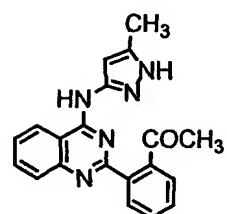


II-44

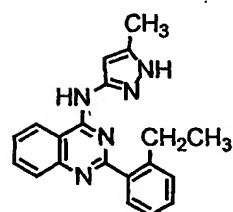


II-47

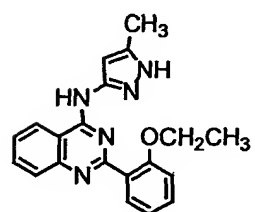
II-36



II-39



II-42



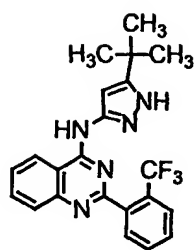
II-45



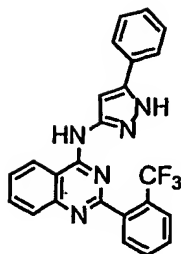
II-48

5

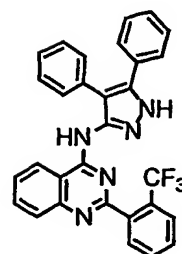
10



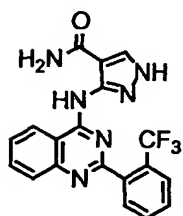
II-49



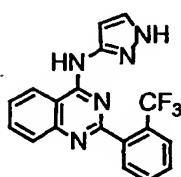
II-50



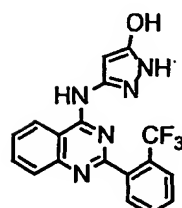
II-51



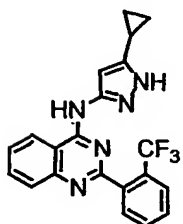
II-52



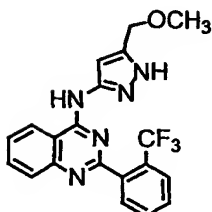
II-53



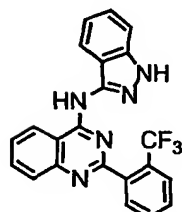
II-54



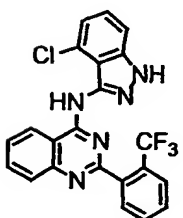
II-55



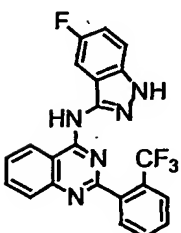
II-56



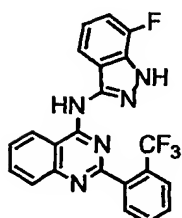
II-57



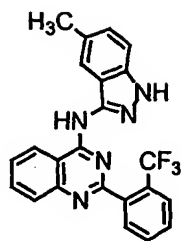
II-58



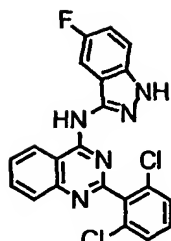
II-59



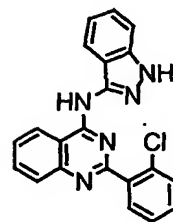
II-60



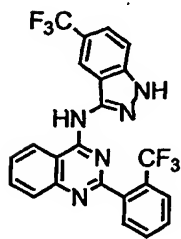
II-61



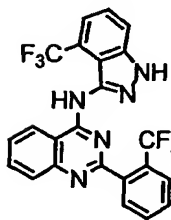
II-62



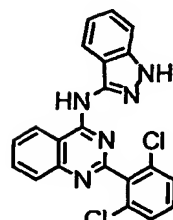
II-63



II-64

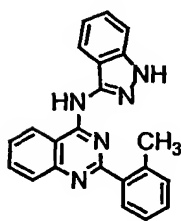


II-65

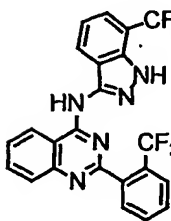


II-66

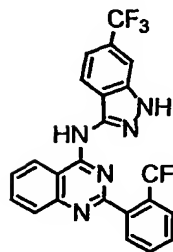
5



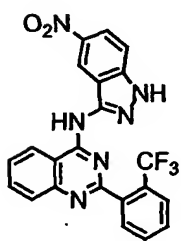
II-67



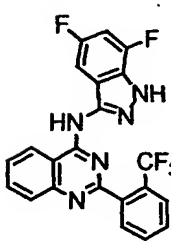
II-68



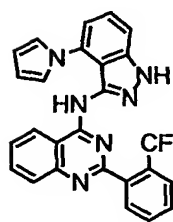
II-69



II-70

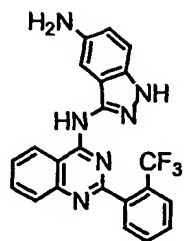


II-71

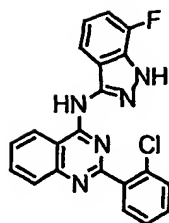


II-72

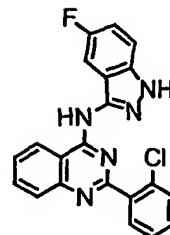
10



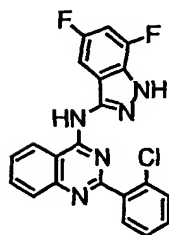
II-73



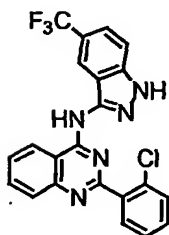
II-74



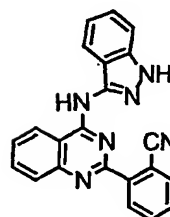
II-75



II-76

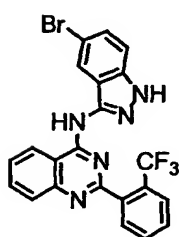


II-77

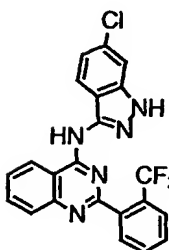


II-78

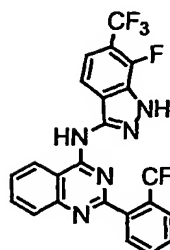
5



II-79



II-80



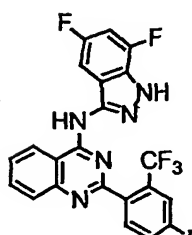
II-81



II-82

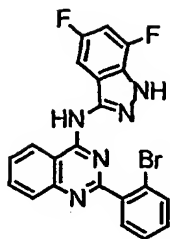


II-83

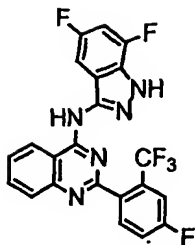


II-84

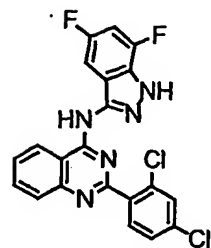
10



II-85



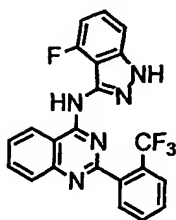
II-86



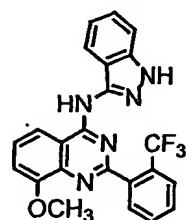
II-87



II-88

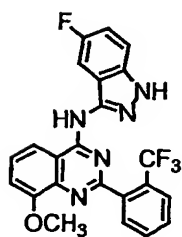


II-89

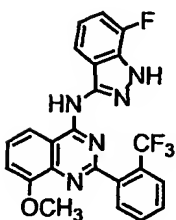


II-90

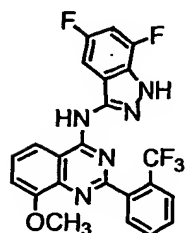
5



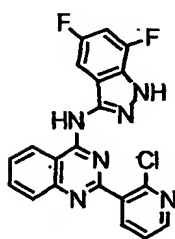
II-91



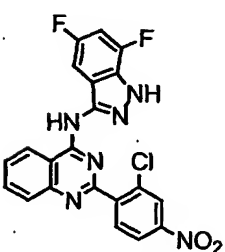
II-92



II-93



II-94

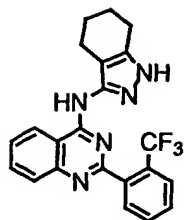


II-95

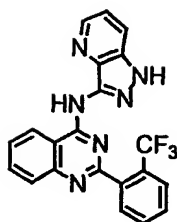


II-96

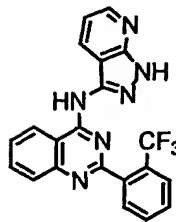
10



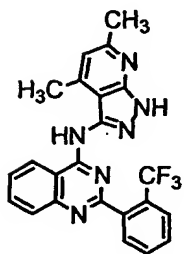
II-97



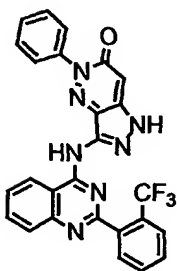
II-98



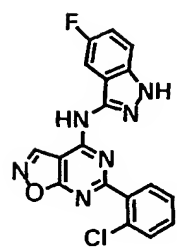
II-99



II-100

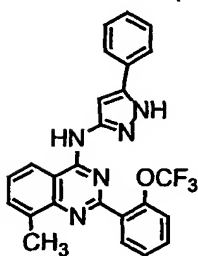


II-101

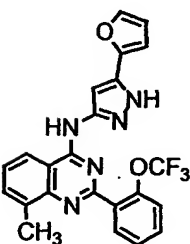


II-102

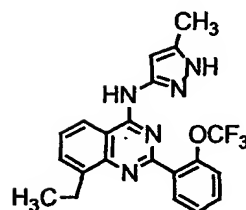
5



II-103



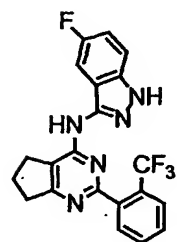
II-104



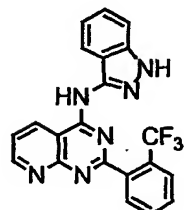
II-105



II-106

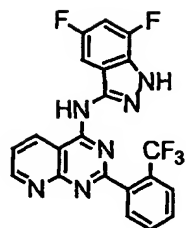


II-107

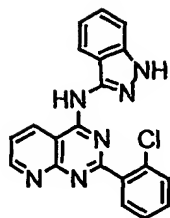


II-108

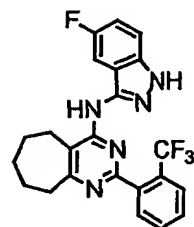
10



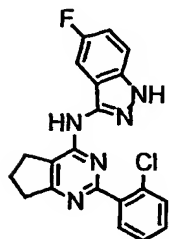
II-109



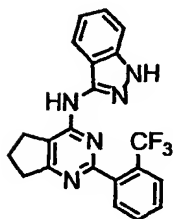
II-110



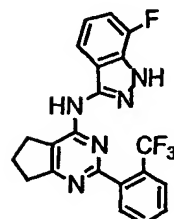
II-111



II-112

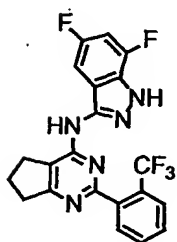


II-113

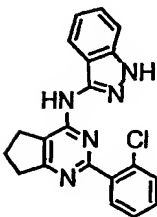


II-114

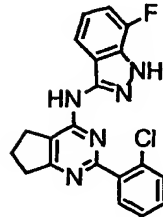
5



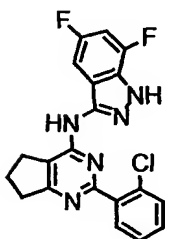
II-115



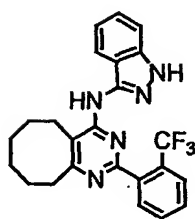
II-116



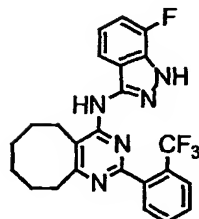
II-117



II-118

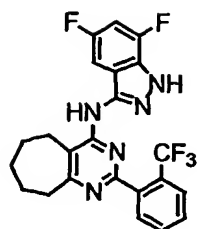


II-119

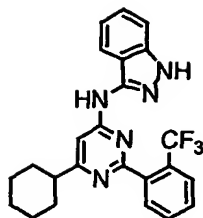


II-120

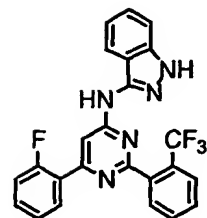
10



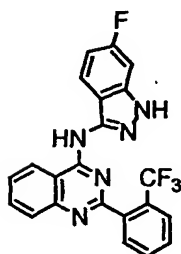
II-121



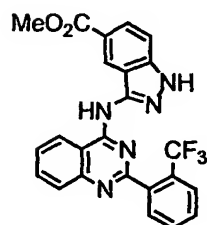
II-122



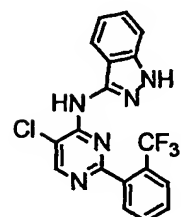
II-123



II-124

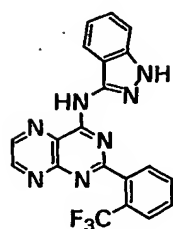


II-125

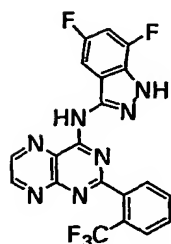


II-126

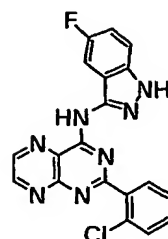
5



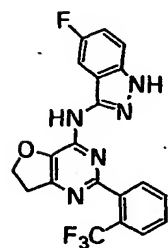
II-127



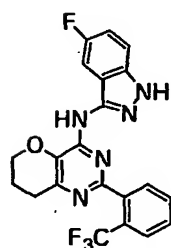
II-128



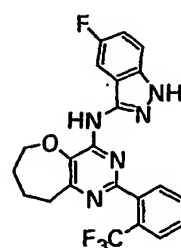
II-129



II-130

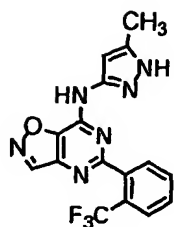


II-131

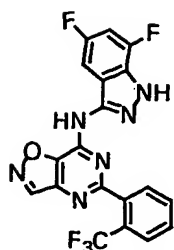


II-132

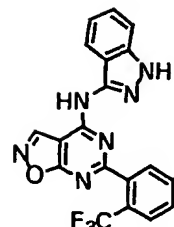
10



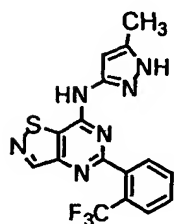
II-133



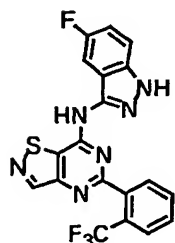
II-134



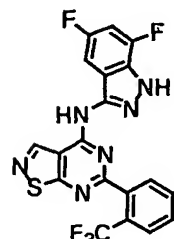
II-135



II-136

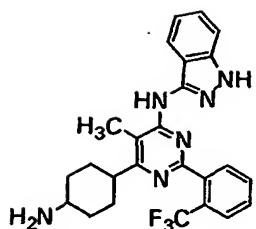


II-137

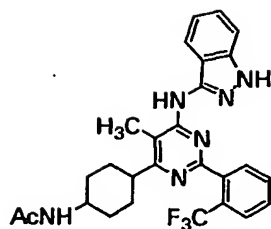


II-138

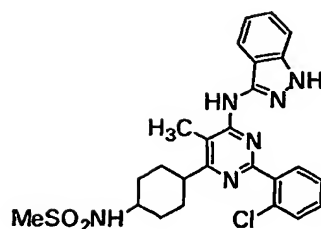
5



II-139

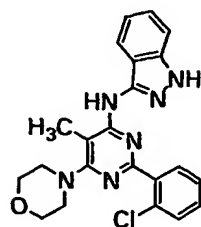


II-140

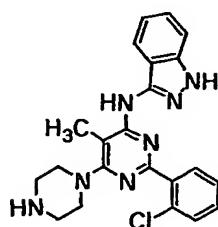


II-141

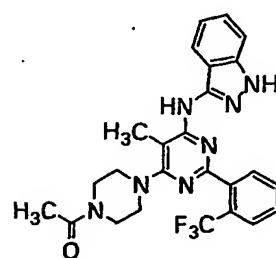
10



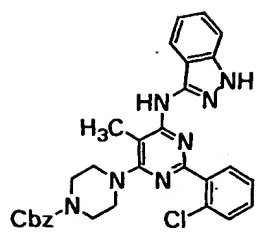
II-142



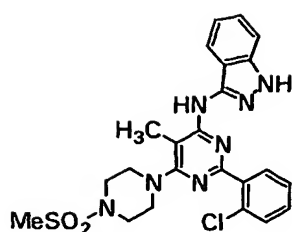
II-143



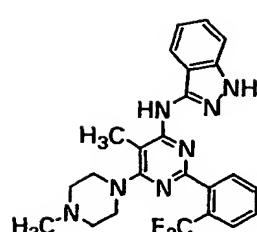
II-144



II-145

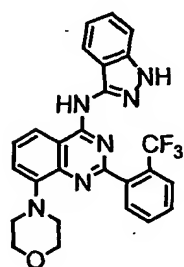


II-146

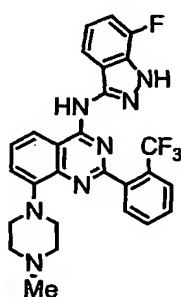


II-147

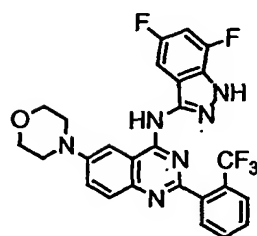
5



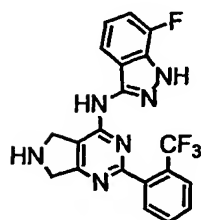
II-148



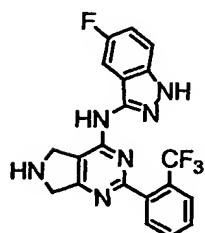
II-149



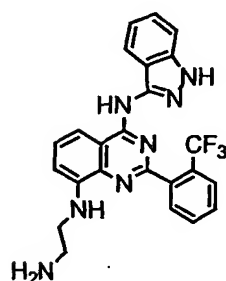
II-150



II-151

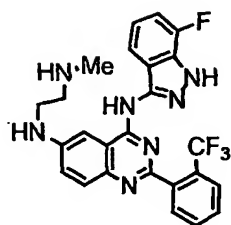


II-152

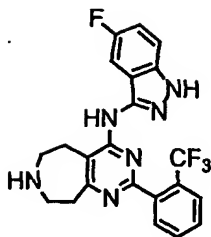


II-153

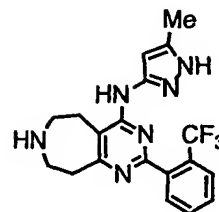
10



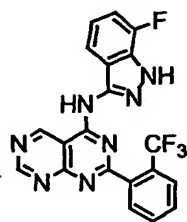
II-154



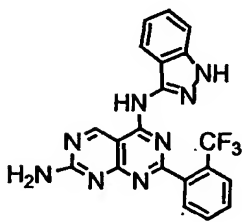
II-155



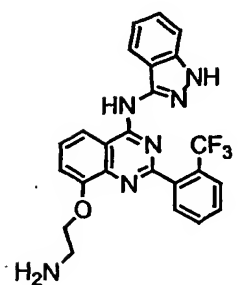
II-156



II-157

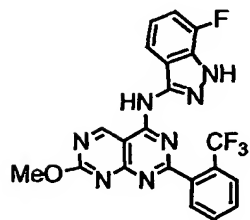


II-158

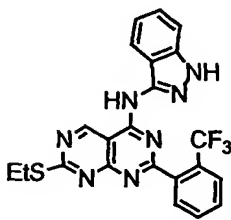


II-159

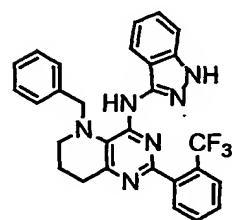
5



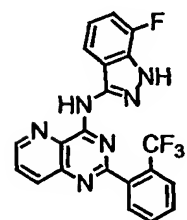
II-160



II-161



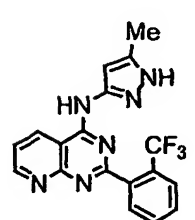
II-162



II-163

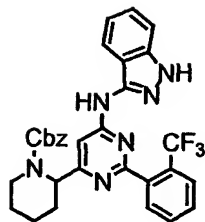


II-164

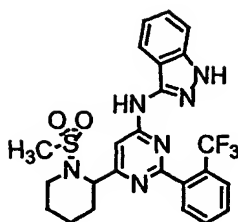


II-165

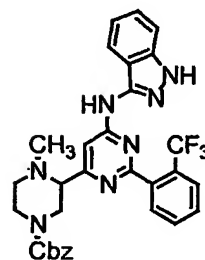
10



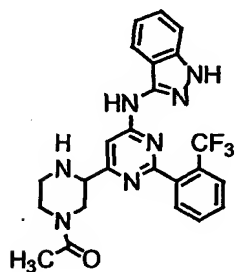
II-166



II-167



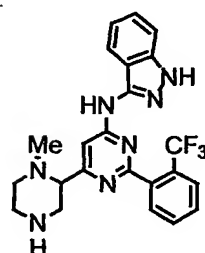
II-168



II-169

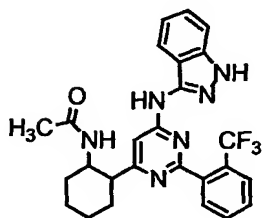


II-170

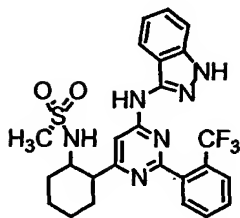


II-171

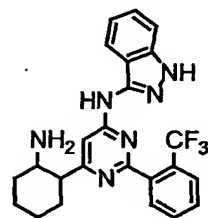
5



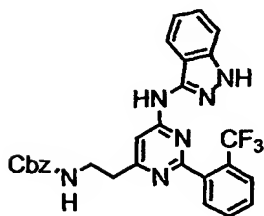
II-172



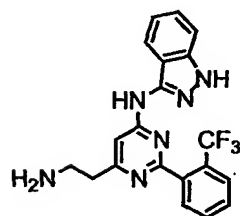
II-173



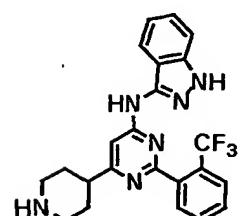
II-174



II-175

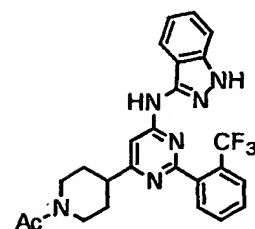
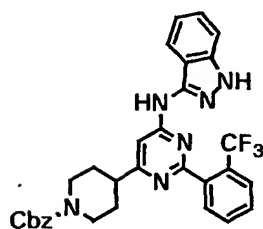
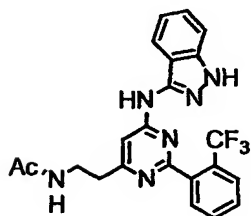


II-176



II-177

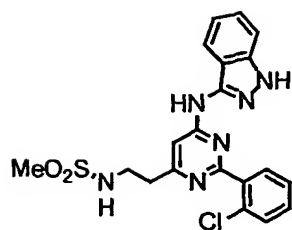
10



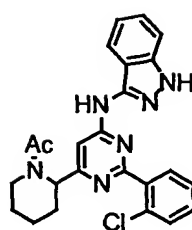
II-178

II-179

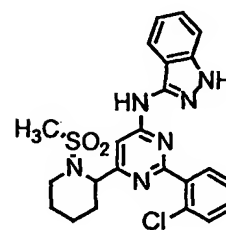
II-180



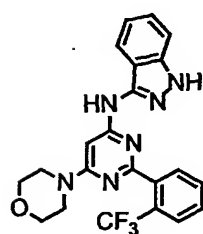
II-181



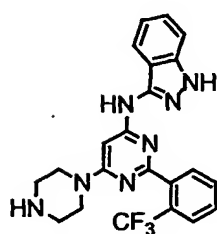
II-182



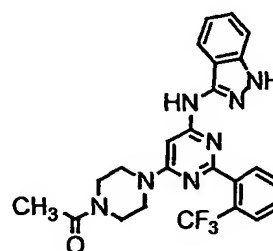
II-183



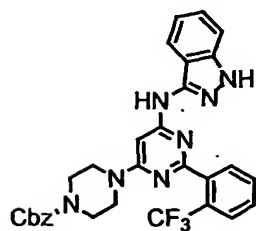
II-184



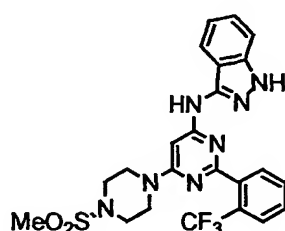
II-185



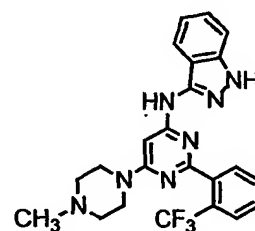
II-186



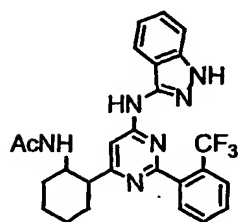
II-187



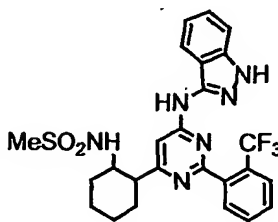
II-188



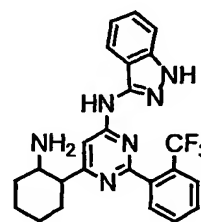
II-189



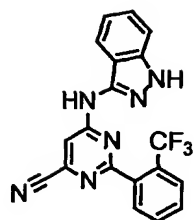
II-190



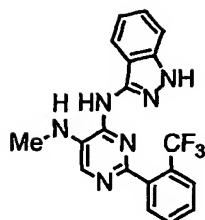
II-191



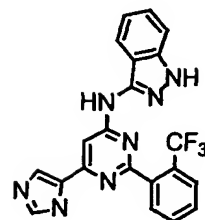
II-192



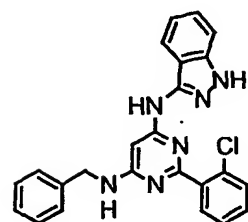
II-193



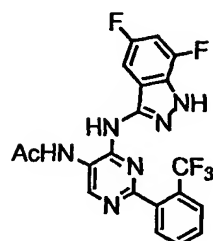
II-194



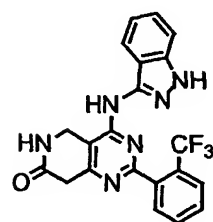
II-195



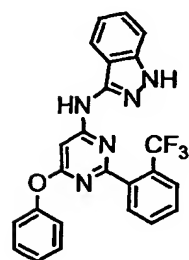
II-196



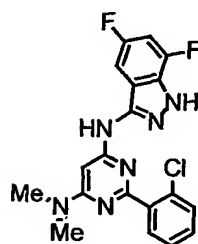
II-197



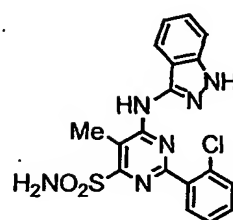
II-198



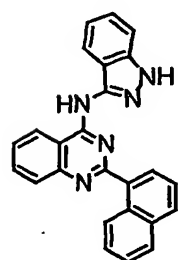
II-199



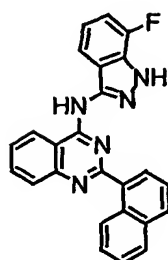
II-200



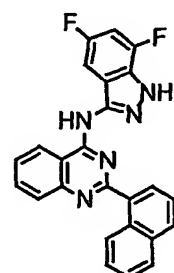
II-201



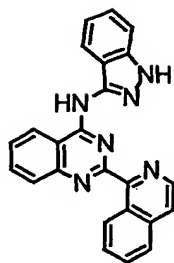
II-202



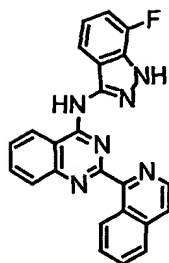
II-203



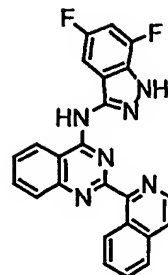
II-204



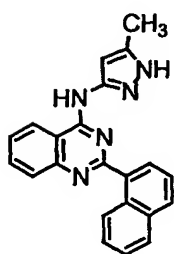
II-205



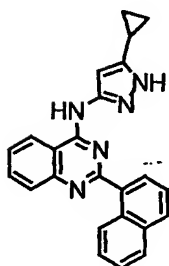
II-206



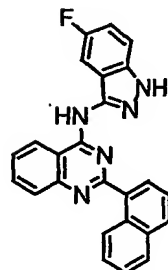
II-207



II-208

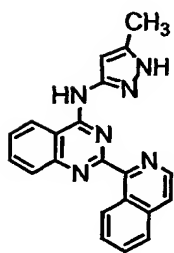


II-209

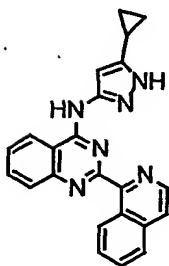


II-210

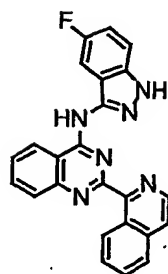
5



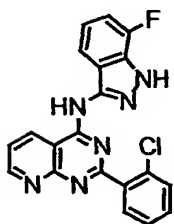
II-211



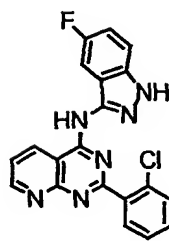
II-212



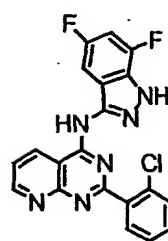
II-213



II-214

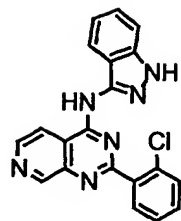


II-215

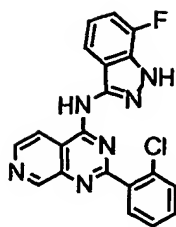


II-216

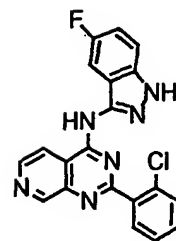
10



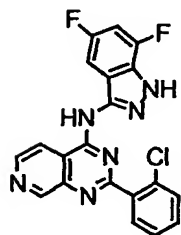
II-217



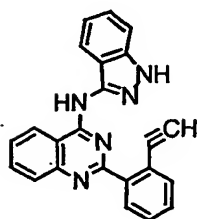
II-218



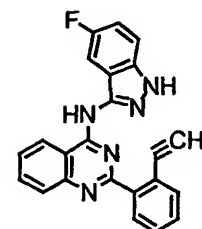
II-219



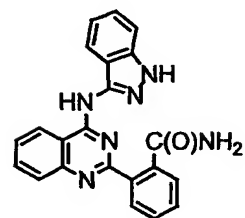
II-220



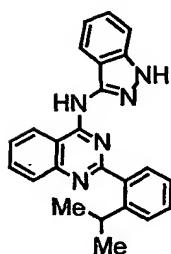
II-221



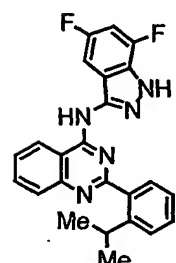
II-222



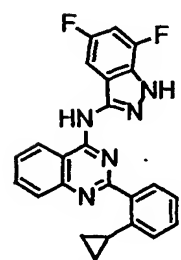
II-223



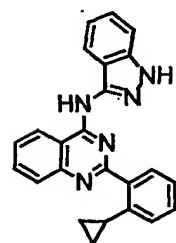
II-224



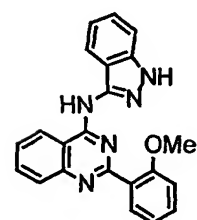
II-225



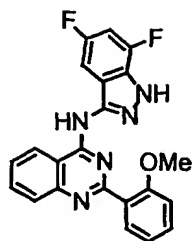
II-226



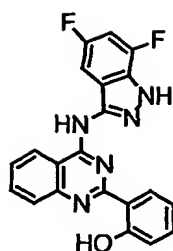
II-227



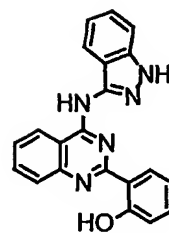
II-228



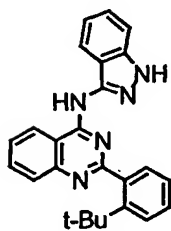
II-229



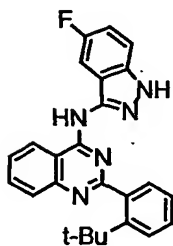
II-230



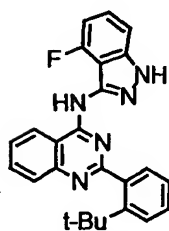
II-231



II-232



II-233

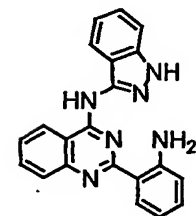


II-234

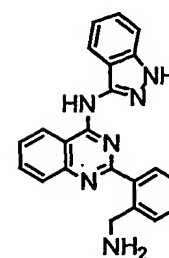
5



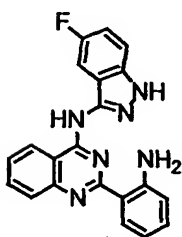
II-235



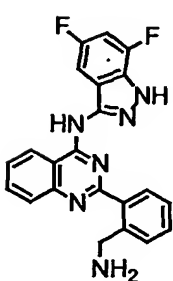
II-236



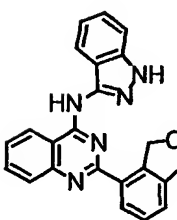
II-237



II-238

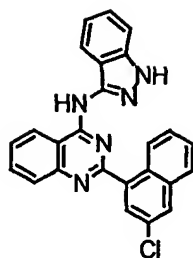


II-239

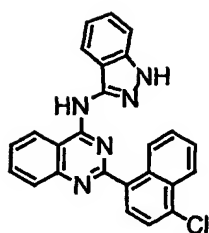


II-240

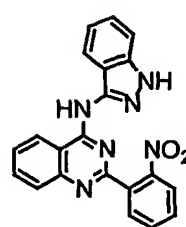
10



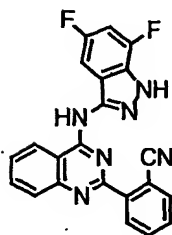
II-241



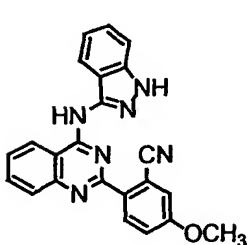
II-242



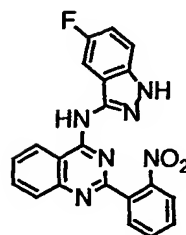
II-243



II-244



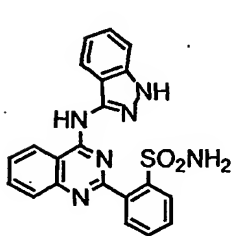
II-245



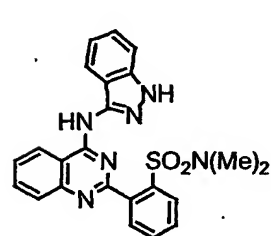
II-246



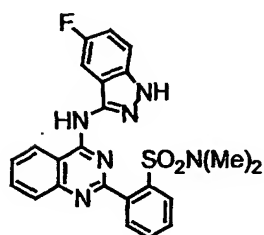
II-247



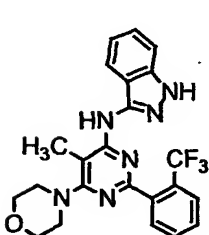
II-248



II-249



II-250



II-251

10

In another embodiment, this invention provides a composition comprising a compound of formula II and a pharmaceutically acceptable carrier.

15

One aspect of this invention relates to a method of inhibiting GSK-3 activity in a patient, comprising administering to the patient a therapeutically effective amount of a composition comprising a compound
5 of formula II.

Another aspect relates to a method of treating a disease that is alleviated by treatment with a GSK-3 inhibitor, said method comprising the step of administering to a patient in need of such a treatment a
10 therapeutically effective amount of a composition comprising a compound of formula II.

Another aspect relates to a method of enhancing glycogen synthesis and/or lowering blood levels of glucose in a patient in need thereof, comprising
15 administering to said patient a therapeutically effective amount of a composition comprising a compound of formula II. This method is especially useful for diabetic patients.

Another aspect relates to a method of
20 inhibiting the production of hyperphosphorylated Tau protein in a patient in need thereof, comprising administering to said patient a therapeutically effective amount of a composition comprising a compound of formula II. This method is especially useful in halting or
25 slowing the progression of Alzheimer's disease.

Another aspect relates to a method of inhibiting the phosphorylation of β -catenin in a patient in need thereof, comprising administering to said patient a therapeutically effective amount of a composition
30 comprising a compound of formula II. This method is especially useful for treating schizophrenia.

One aspect of this invention relates to a method of inhibiting Aurora activity in a patient,

comprising administering to the patient a therapeutically effective amount of a composition comprising a compound of formula II.

Another aspect relates to a method of treating
5 a disease that is alleviated by treatment with an Aurora inhibitor, said method comprising the step of administering to a patient in need of such a treatment a therapeutically effective amount of a composition comprising a compound of formula II. This method is
10 especially useful for treating cancer, such as colon, ovarian, and breast cancer.

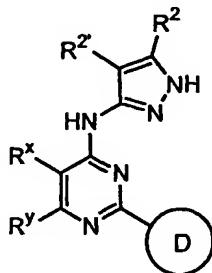
One aspect of this invention relates to a method of inhibiting CDK-2 activity in a patient, comprising administering to the patient a therapeutically
15 effective amount of a composition comprising a compound of formula II.

Another aspect relates to a method of treating a disease that is alleviated by treatment with a CDK-2 inhibitor, said method comprising the step of
20 administering to a patient in need of such a treatment a therapeutically effective amount of a composition comprising a compound of formula II. This method is especially useful for treating cancer, Alzheimer's disease, restenosis, angiogenesis, glomerulonephritis,
25 cytomegalovirus, HIV, herpes, psoriasis, atherosclerosis, alopecia, and autoimmune diseases such as rheumatoid arthritis.

Another method relates to inhibiting GSK-3, Aurora, or CDK-2 activity in a biological sample, which
30 method comprises contacting the biological sample with the GSK-3 or Aurora inhibitor of formula II, or a pharmaceutical composition thereof, in an amount effective to inhibit GSK-3, Aurora or CDK-2.

Each of the aforementioned methods directed to the inhibition of GSK-3, Aurora or CDK-2, or the treatment of a disease alleviated thereby, is preferably carried out with a preferred compound of formula II, as
 5 described above.

Another embodiment of this invention relates to compounds of formula III:



III

or a pharmaceutically acceptable derivative or prodrug thereof, wherein:

- 10 Ring D is a 5-7 membered monocyclic ring or 8-10 membered bicyclic ring selected from aryl, heteroaryl, heterocyclyl or carbocyclyl, said heteroaryl or heterocyclyl ring having 1-4 ring heteroatoms selected from nitrogen, oxygen or sulfur, wherein Ring D is
 15 substituted at any substitutable ring carbon by oxo or $-R^5$, and at any substitutable ring nitrogen by $-R^4$, provided that when Ring D is a six-membered aryl or heteroaryl ring, $-R^5$ is hydrogen at each ortho carbon position of Ring D;

R^x and R^y are taken together with their intervening atoms to form a fused, benzo ring or a 5-8 membered carbocyclo ring, wherein any substitutable carbon on said fused ring formed by R^x and R^y is substituted by oxo or $T-R^3$;

T is a valence bond or a C_{1-4} alkylidene chain;

- R^2 and $R^{2'}$ are independently selected from $-R$, $-T-W-R^6$, or R^2 and $R^{2'}$ are taken together with their intervening atoms to form a fused, 5-8 membered, unsaturated or partially unsaturated, ring having 0-3 ring heteroatoms selected from nitrogen, oxygen, or sulfur, wherein each substitutable carbon on said fused ring formed by R^2 and $R^{2'}$ is substituted by halo, oxo, $-CN$, $-NO_2$, $-R^7$, or $-V-R^6$, and any substitutable nitrogen on said ring formed by R^2 and $R^{2'}$ is substituted by R^4 ;
- 10 R^3 is selected from $-R$, $-halo$, $=O$, $-OR$, $-C(=O)R$, $-CO_2R$, $-COCOR$, $-COCH_2COR$, $-NO_2$, $-CN$, $-S(O)R$, $-S(O)_2R$, $-SR$, $-N(R^4)_2$, $-CON(R^4)_2$, $-SO_2N(R^4)_2$, $-OC(=O)R$, $-N(R^4)COR$, $-N(R^4)CO_2$ (optionally substituted C_{1-6} aliphatic), $-N(R^4)N(R^4)_2$, $-C=NN(R^4)_2$, $-C=N-OR$, $-N(R^4)CON(R^4)_2$, $-N(R^4)SO_2N(R^4)_2$, $-N(R^4)SO_2R$, or $-OC(=O)N(R^4)_2$;
- 15 each R is independently selected from hydrogen or an optionally substituted group selected from C_{1-6} aliphatic, C_{6-10} aryl, a heteroaryl ring having 5-10 ring atoms, or a heterocyclyl ring having 5-10 ring atoms;
- each R^4 is independently selected from $-R^7$, $-COR^7$, $-CO_2$ (optionally substituted C_{1-6} aliphatic), $-CON(R^7)_2$, or $-SO_2R^7$, or two R^4 on the same nitrogen are taken together to form a 5-8 membered heterocyclyl or
- 20 heteroaryl ring;
- each R^5 is independently selected from $-R$, halo, $-OR$, $-C(=O)R$, $-CO_2R$, $-COCOR$, $-NO_2$, $-CN$, $-S(O)R$, $-SO_2R$, $-SR$, $-N(R^4)_2$, $-CON(R^4)_2$, $-SO_2N(R^4)_2$, $-OC(=O)R$, $-N(R^4)COR$, $-N(R^4)CO_2$ (optionally substituted C_{1-6} aliphatic), $-N(R^4)N(R^4)_2$, $-C=NN(R^4)_2$, $-C=N-OR$, $-N(R^4)CON(R^4)_2$, $-N(R^4)SO_2N(R^4)_2$, $-N(R^4)SO_2R$, or $-OC(=O)N(R^4)_2$;
- 25 V is $-O-$, $-S-$, $-SO-$, $-SO_2-$, $-N(R^6)SO_2-$, $-SO_2N(R^6)-$, $-N(R^6)-$, $-CO-$, $-CO_2-$, $-N(R^6)CO-$, $-N(R^6)C(O)O-$,

$-N(R^6)CON(R^6)-$, $-N(R^6)SO_2N(R^6)-$, $-N(R^6)N(R^6)-$,
 $-C(O)N(R^6)-$, $-OC(O)N(R^6)-$, $-C(R^6)_2O-$, $-C(R^6)_2S-$,
 $-C(R^6)_2SO-$, $-C(R^6)_2SO_2-$, $-C(R^6)_2SO_2N(R^6)-$, $-C(R^6)_2N(R^6)-$,
 $-C(R^6)_2N(R^6)C(O)-$, $-C(R^6)_2N(R^6)C(O)O-$, $-C(R^6)=NN(R^6)-$,
5 $-C(R^6)=N-O-$, $-C(R^6)_2N(R^6)N(R^6)-$, $-C(R^6)_2N(R^6)SO_2N(R^6)-$, or
 $-C(R^6)_2N(R^6)CON(R^6)-$;

W is $-C(R^6)_2O-$, $-C(R^6)_2S-$, $-C(R^6)_2SO-$, $-C(R^6)_2SO_2-$,
 $-C(R^6)_2SO_2N(R^6)-$, $-C(R^6)_2N(R^6)-$, $-CO-$, $-CO_2-$,
 $-C(R^6)OC(O)-$, $-C(R^6)OC(O)N(R^6)-$, $-C(R^6)_2N(R^6)CO-$,
 10 $-C(R^6)_2N(R^6)C(O)O-$, $-C(R^6)=NN(R^6)-$, $-C(R^6)=N-O-$,
 $-C(R^6)_2N(R^6)N(R^6)-$, $-C(R^6)_2N(R^6)SO_2N(R^6)-$,
 $-C(R^6)_2N(R^6)CON(R^6)-$, or $-CON(R^6)-$;

each R^6 is independently selected from hydrogen or an
 optionally substituted C_{1-4} aliphatic group, or two R^6
 15 groups on the same nitrogen atom are taken together
 with the nitrogen atom to form a 5-6 membered
 heterocyclyl or heteroaryl ring; and

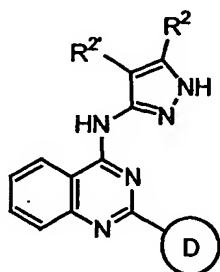
each R^7 is independently selected from hydrogen or an
 optionally substituted C_{1-6} aliphatic group, or two R^7
 20 on the same nitrogen are taken together with the
 nitrogen to form a 5-8 membered heterocyclyl or
 heteroaryl ring.

Preferred formula III Ring D monocyclic rings
 include substituted and unsubstituted phenyl, pyridinyl,
 25 piperidinyl, piperazinyl, pyrrolidinyl, thienyl,
 azepanyl, and morpholinyl rings. When two adjacent
 substituents on Ring D are taken together to form a fused
 ring, the Ring D system is bicyclic. Preferred formula
 III Ring D bicyclic rings include 1,2,3,4-
 30 tetrahydroisoquinolinyl, 1,2,3,4-tetrahydroquinolinyl,
 2,3-dihydro-1H-isoindolyl, 2,3-dihydro-1H-indolyl,
 isoquinolinyl, quinolinyl, and naphthyl. Examples of

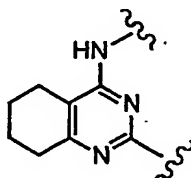
more preferred bicyclic Ring D systems include naphthyl and isoquinolinyl.

Preferred R^5 substituents on Ring D of formula III include halo, oxo, CN, $-\text{NO}_2$, $-\text{N}(\text{R}^4)_2$, $-\text{CO}_2\text{R}$, $-\text{CONH}(\text{R}^4)$,
 5 $-\text{N}(\text{R}^4)\text{COR}$, $-\text{SO}_2\text{N}(\text{R}^4)_2$, $-\text{N}(\text{R}^4)\text{SO}_2\text{R}$, $-\text{SR}$, $-\text{OR}$, $-\text{C}(\text{O})\text{R}$, or substituted or unsubstituted group selected from 5-6 membered heterocyclyl, C_{6-10} aryl, or C_{1-6} aliphatic. More preferred R^5 substituents include -halo, -CN, -oxo, -SR, -OR, $-\text{N}(\text{R}^4)_2$, $-\text{C}(\text{O})\text{R}$, or a substituted or unsubstituted
 10 group selected from 5-6 membered heterocyclyl, C_{6-10} aryl, or C_{1-6} aliphatic. Examples of Ring D substituents include -OH, phenyl, methyl, CH_2OH , $\text{CH}_2\text{CH}_2\text{OH}$, pyrrolidinyl, OPh, CF_3 , $\text{C}\equiv\text{CH}$, Cl, Br, F, I, NH_2 , $\text{C}(\text{O})\text{CH}_3$, i-propyl, tert-butyl, SEt, OMe, $\text{N}(\text{Me})_2$, methylene dioxy, and ethylene dioxy.
 15

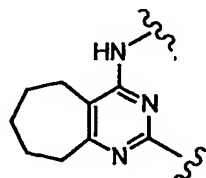
Preferred rings formed when the R^x and R^y groups of formula III are taken together to form a fused ring include a 5-, 6-, or 7-membered unsaturated or partially unsaturated carbocyclo ring, wherein any substitutable
 20 carbon on said fused ring is substituted by oxo or T-R^3 . Examples of preferred bicyclic ring systems are shown below.



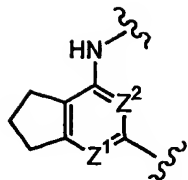
III-A



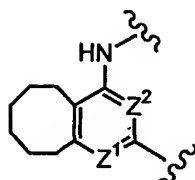
III-B



III-C



III-F

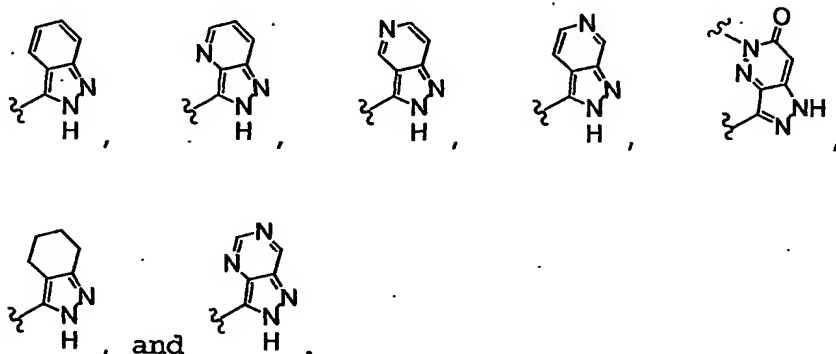


III-I

- Preferred substituents on the R^x/R^y fused ring of formula III include -R, oxo, halo, -OR, -C(=O)R, -CO₂R, -COCOR, -NO₂, -CN, -S(O)R, -SO₂R, -SR, -N(R⁴)₂, -CON(R⁴)₂, -SO₂N(R⁴)₂, -OC(=O)R, -N(R⁴)COR, -N(R⁴)CO₂(optionally substituted C₁₋₆ aliphatic), -N(R⁴)N(R⁴)₂, -C=NN(R⁴)₂, -C=N-OR, -N(R⁴)CON(R⁴)₂, -N(R⁴)SO₂N(R⁴)₂, -N(R⁴)SO₂R, or -OC(=O)N(R⁴)₂, wherein R and R⁴ are as defined above.
- More preferred substituents on the R^x/R^y fused ring include halo, CN, oxo, C₁₋₆ alkyl, C₁₋₆ alkoxy, (C₁₋₆ alkyl)carbonyl, (C₁₋₆ alkyl)sulfonyl, mono- or dialkylamino, mono- or dialkylaminocarbonyl, mono- or dialkylaminocarbonyloxy, or 5-6 membered heteroaryl. Examples of such preferred substituents include methoxy, methyl, isopropyl, methylsulfonyl, cyano, chloro, pyrrolyl, methoxy, ethoxy, ethylamino, acetyl, and acetamido.
- Preferred R² substituents of formula III include hydrogen, C₁₋₄ aliphatic, alkoxycarbonyl, (un)substituted phenyl, hydroxyalkyl, alkoxyalkyl, aminocarbonyl, mono- or dialkylaminocarbonyl, aminoalkyl, alkylaminoalkyl, dialkylaminoalkyl, phenylaminocarbonyl, and (N-heterocycl)carbonyl. Examples of such preferred R² substituents include methyl, cyclopropyl, ethyl, isopropyl, propyl, t-butyl, cyclopentyl, phenyl, CO₂H, CO₂CH₃, CH₂OH, CH₂OCH₃, CH₂CH₂CH₂OH, CH₂CH₂CH₂OCH₃, CH₂CH₂CH₂OCH₂Ph, CH₂CH₂CH₂NH₂, CH₂CH₂CH₂NHCOOC(CH₃)₃, CONHCH(CH₃)₂, CONHCH₂CH=CH₂, CONHCH₂CH₂OCH₃, CONHCH₂Ph,

CONH(cyclohexyl), CON(Et)₂, CON(CH₃)CH₂Ph, CONH(n-C₃H₇),
 CON(Et)CH₂CH₂CH₃, CONHCH₂CH(CH₃)₂, CON(n-C₃H₇)₂, CO(3-
 methoxymethylpyrrolidin-1-yl), CONH(3-tolyl), CONH(4-
 tolyl), CONHCH₃, CO(morpholin-1-yl), CO(4-methylpiperazin-
 1-yl), CONHCH₂CH₂OH, CONH₂, and CO(piperidin-1-yl).

When the R² and R^{2'} groups of formula III are
 taken together to form a ring, preferred R²/R^{2'} ring
 systems containing the pyrazole ring include benzo,
 pyrido, pyrimido, 3-oxo-2H-pyridazino, and a partially
 10 unsaturated 6-membered carbocyclo ring. Examples of such
 preferred R²/R^{2'} ring systems containing the pyrazole ring
 include the following:



15

Preferred substituents on the R²/R^{2'} fused ring
 of formula III include one or more of the following:
 20 -halo, -N(R⁴)₂, -C₁₋₄ alkyl, -C₁₋₄ haloalkyl, -NO₂, -O(C₁₋₄
 alkyl), -CO₂(C₁₋₄ alkyl), -CN, -SO₂(C₁₋₄ alkyl), -SO₂NH₂,
 -OC(O)NH₂, -NH₂SO₂(C₁₋₄ alkyl), -NHC(O)(C₁₋₄ alkyl),
 -C(O)NH₂, and -CO(C₁₋₄ alkyl), wherein the (C₁₋₄ alkyl) is a
 straight, branched, or cyclic alkyl group. Preferably,
 25 the (C₁₋₄ alkyl) group is methyl.

Preferred formula III compounds have one or
 more, and more preferably all, of the features selected
 from the group consisting of:

(a) Ring D is an optionally substituted ring selected from a phenyl, pyridinyl, piperidinyl, piperazinyl, pyrrolidinyl, thienyl, azepanyl, morpholinyl, 1,2,3,4-tetrahydroisoquinolinyl, 1,2,3,4-tetrahydroquinolinyl, 2,3-dihydro-1H-isoindolyl, 2,3-dihydro-1H-indolyl, isoquinolinyl, quinolinyl, or naphthyl ring;

(b) R^x and R^y are taken together with their intervening atoms to form an optionally substituted benzo ring or a 5-7 membered carbocyclo ring; and

(c) $R^{2'}$ is hydrogen or methyl and R^2 is T-W- R^6 or R, wherein W is $-C(R^6)_2O-$, $-C(R^6)_2N(R^6)-$, $-CO-$, $-CO_2-$, $-C(R^6)OC(O)-$, $-C(R^6)_2N(R^6)CO-$, $-C(R^6)_2N(R^6)C(O)O-$, or $-CON(R^6)-$, and R is an optionally substituted group selected from C_{1-6} aliphatic or phenyl, or R^2 and $R^{2'}$ are taken together with their intervening atoms to form a substituted or unsubstituted benzo, pyrido, pyrimido, or partially unsaturated 6-membered carbocyclo ring.

More preferred compounds of formula III have one or more, and more preferably all, of the features selected from the group consisting of:

(a) Ring D is an optionally substituted ring selected from phenyl, pyridinyl, piperidinyl, piperazinyl, pyrrolidinyl, morpholinyl, 1,2,3,4-tetrahydroisoquinolinyl, 1,2,3,4-tetrahydroquinolinyl, 2,3-dihydro-1H-isoindolyl, 2,3-dihydro-1H-indolyl, isoquinolinyl, quinolinyl, or naphthyl;

(b) R^x and R^y are taken together with their intervening atoms to form a benzo ring or a 5-7 membered carbocyclo ring optionally substituted with -R, oxo, halo, -OR, $-C(=O)R$, $-CO_2R$, $-COCOR$, $-NO_2$, $-CN$, $-S(O)R$, $-SO_2R$, $-SR$, $-N(R^4)_2$, $-CON(R^4)_2$, $-SO_2N(R^4)_2$, $-OC(=O)R$, $-N(R^4)COR$, $-N(R^4)CO_2$ (optionally substituted C_{1-6} aliphatic),

$-N(R^4)N(R^4)_2$, $-C=NN(R^4)_2$, $-C=N-OR$, $-N(R^4)CON(R^4)_2$,
 $-N(R^4)SO_2N(R^4)_2$, $-N(R^4)SO_2R$, or $-OC(=O)N(R^4)_2$; and

- (c) each R^5 is independently selected from halo, oxo, CN, NO_2 , $-N(R^4)_2$, $-CO_2R$, $-CONH(R^4)$, $-N(R^4)COR$,
 5 $-SO_2N(R^4)_2$, $-N(R^4)SO_2R$, $-SR$, $-OR$, $-C(O)R$, or a substituted or unsubstituted group selected from 5-6 membered heterocyclyl, C_{6-10} aryl, or C_{1-6} aliphatic.

- Even more preferred compounds of formula III have one or more, and more preferably all, of the
 10 features selected from the group consisting of:

- (a) R^x and R^y are taken together with their intervening atoms to form a benzo or 6-membered partially unsaturated carbocyclo ring optionally substituted with halo, CN, oxo, C_{1-6} alkyl, C_{1-6} alkoxy, $(C_{1-6}$ alkyl)carbonyl,
 15 $(C_{1-6}$ alkyl)sulfonyl, mono- or dialkylamino, mono- or dialkylaminocarbonyl, mono- or dialkylaminocarbonyloxy, or 5-6 membered heteroaryl;

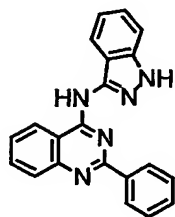
- (b) each R^5 is independently selected from -halo, -CN, -oxo, -SR, -OR, $-N(R^4)_2$, $-C(O)R$, or a
 20 substituted or unsubstituted group selected from 5-6 membered heterocyclyl, C_{6-10} aryl, or C_{1-6} aliphatic; and

- (c) $R^{2'}$ is hydrogen and R^2 is selected from $R^{2'}$ is hydrogen or methyl and R^2 is $T-W-R^6$ or R , wherein W is
 $-C(R^6)_2O-$, $-C(R^6)_2N(R^6)-$, $-CO-$, $-CO_2-$, $-C(R^6)OC(O)-$,
 25 $-C(R^6)_2N(R^6)CO-$, or $-CON(R^6)-$, and R is an optionally substituted group selected from C_{1-6} aliphatic or phenyl, or R^2 and $R^{2'}$ are taken together with their intervening atoms to form a benzo, pyrido, or partially unsaturated 6-membered carbocyclo ring optionally substituted with
 30 -halo, $-N(R^4)_2$, $-C_{1-4}$ alkyl, $-C_{1-4}$ haloalkyl, $-NO_2$, $-O(C_{1-4}$ alkyl), $-CO_2(C_{1-4}$ alkyl), -CN, $-SO_2(C_{1-4}$ alkyl), $-SO_2NH_2$, $-OC(O)NH_2$, $-NH_2SO_2(C_{1-4}$ alkyl), $-NHC(O)(C_{1-4}$ alkyl),

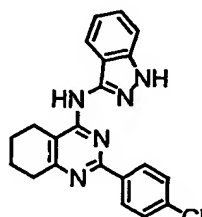
-C(O)NH₂, or -CO(C₁₋₄ alkyl), wherein the (C₁₋₄ alkyl) is a straight, branched, or cyclic alkyl group.

Representative compounds of formula III are set forth in Table 2 below.

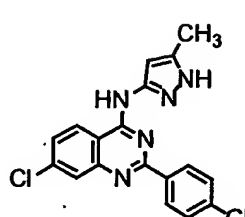
5

Table 2

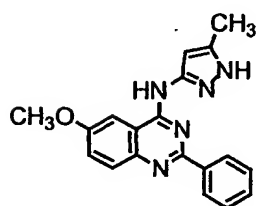
III-1



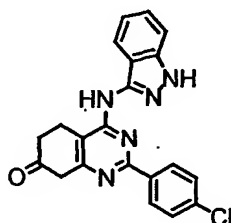
III-2



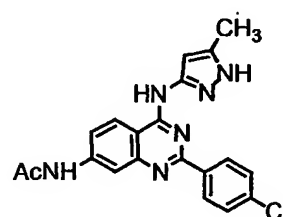
III-3



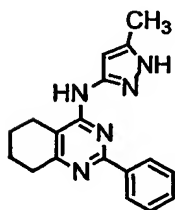
III-4



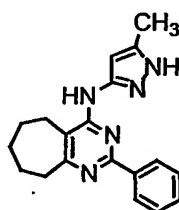
III-5



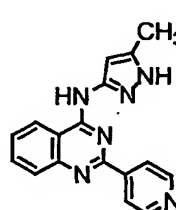
III-6



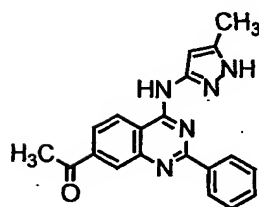
III-7



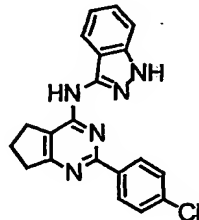
III-8



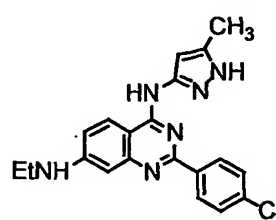
III-9



III-10

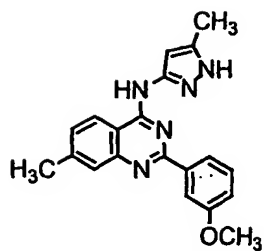


III-11



III-12

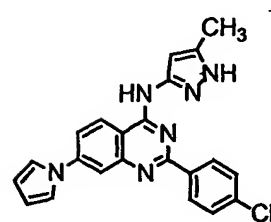
15



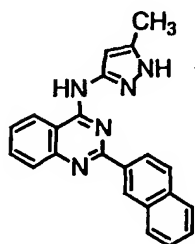
III-13



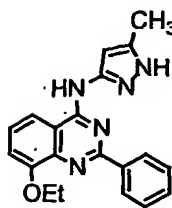
III-14



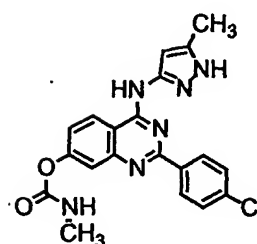
III-15



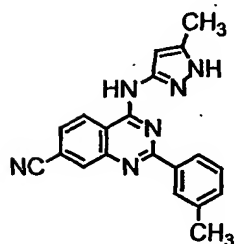
III-16



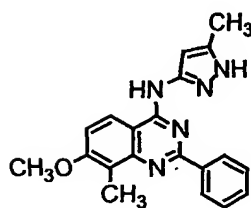
III-17



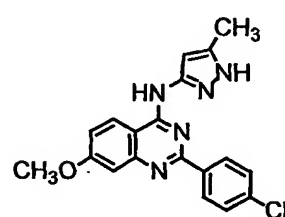
III-18



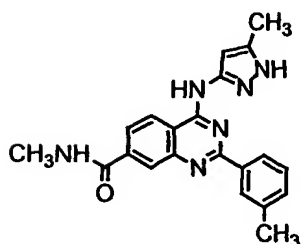
III-19



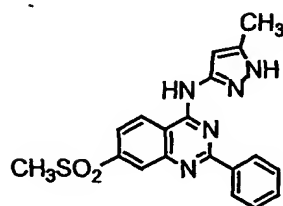
III-20



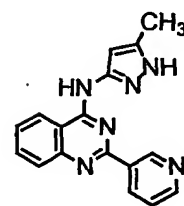
III-21



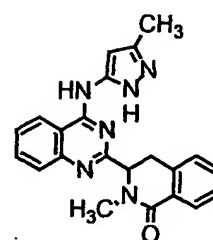
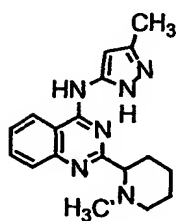
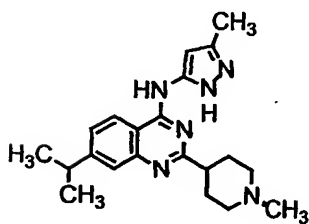
III-22



III-23



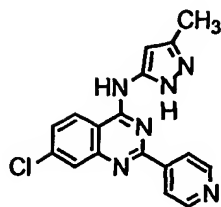
III-24



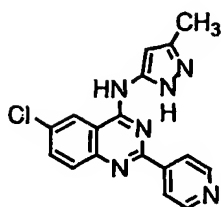
5

10

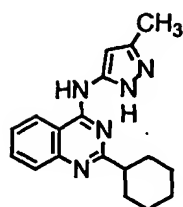
III-25



III-26



III-27

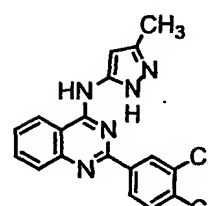
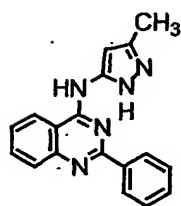


III-28

III-29

III-30

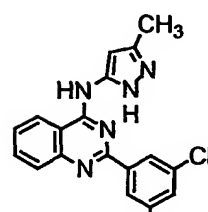
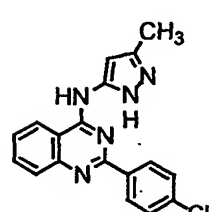
5



III-31

III-32

III-33

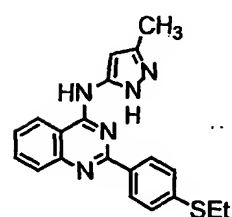
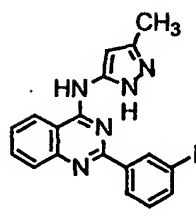
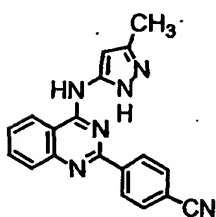


III-34

III-35

III-36

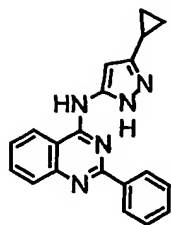
10



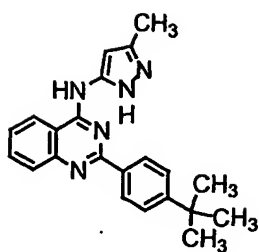
III-37

III-38

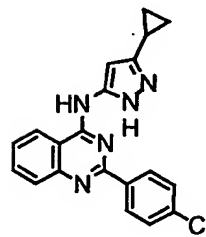
III-39



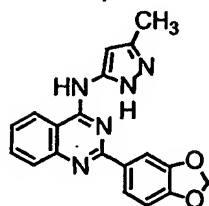
III-40



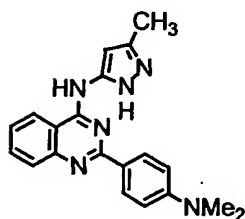
III-41



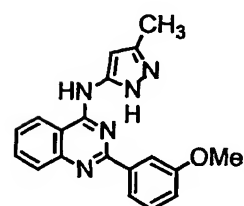
III-42



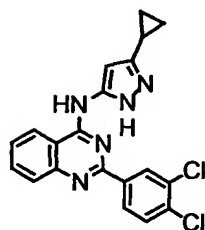
III-43



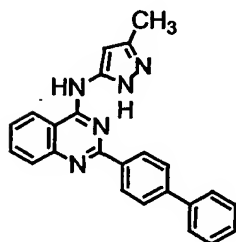
III-44



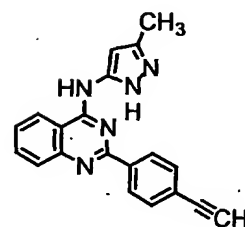
III-45



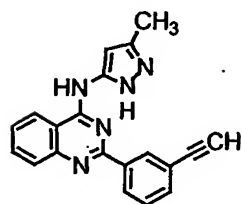
III-46



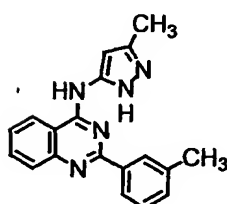
III-47



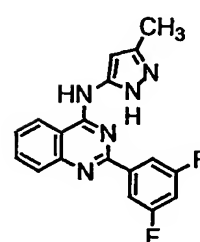
III-48



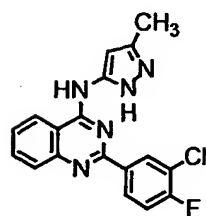
III-49



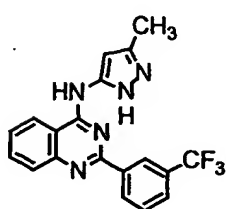
III-50



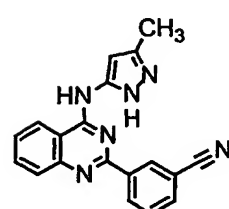
III-51



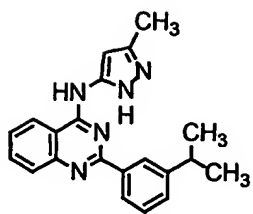
III-52



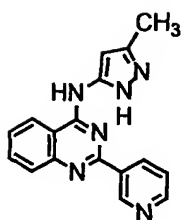
III-53



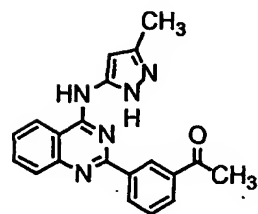
III-54



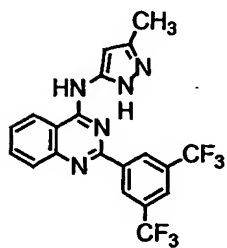
III-55



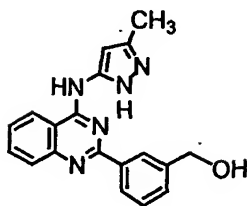
III-56



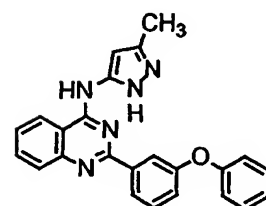
III-57



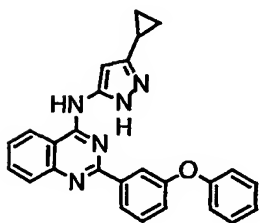
III-58



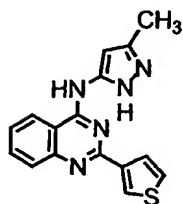
III-59



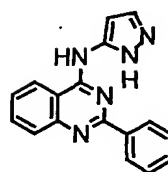
III-60



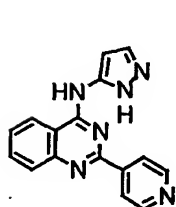
III-61



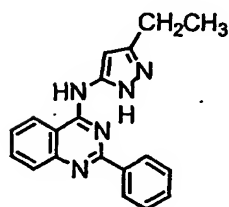
III-62



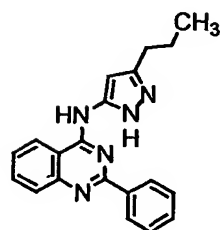
III-63



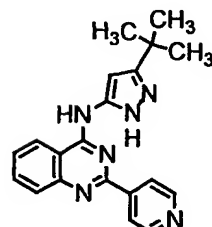
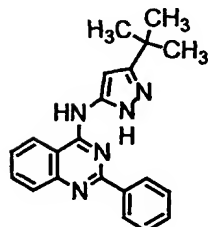
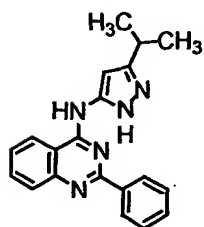
III-64



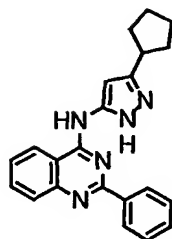
III-65



III-66

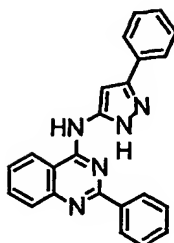


III-67



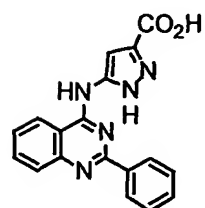
III-70

III-68



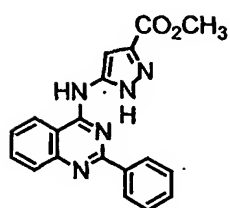
III-71

III-69

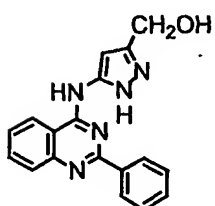


III-72

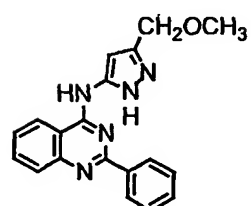
5



III-73

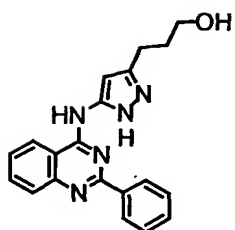


III-74

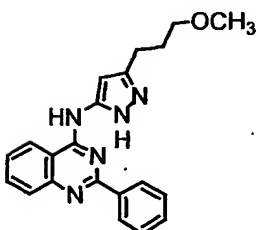


III-75

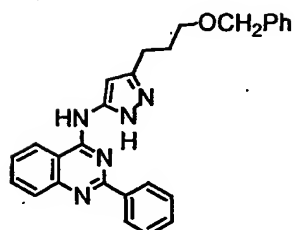
10



III-76

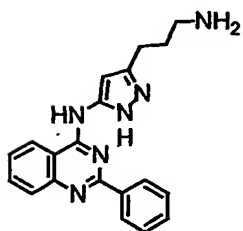


III-77

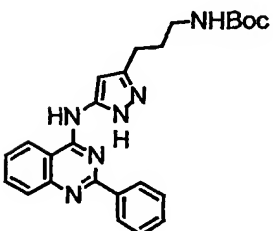


III-78

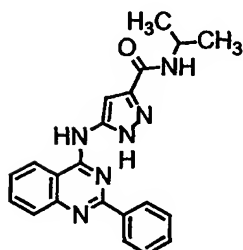
15



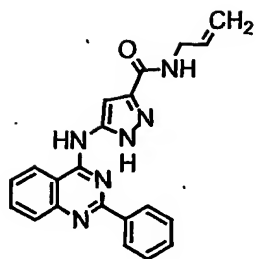
III-79



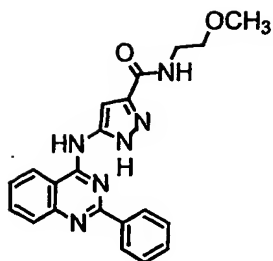
III-80



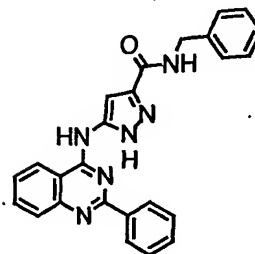
III-81



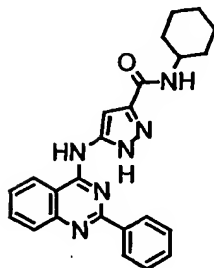
III-82



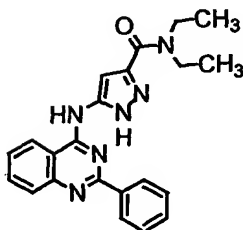
III-83



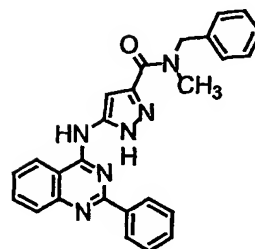
III-84



III-85

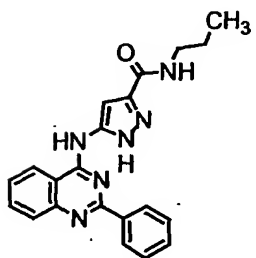


III-86

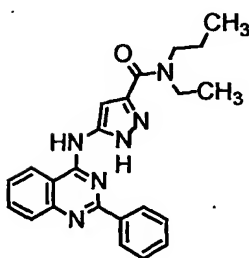


III-87

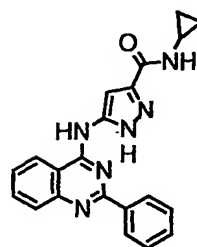
5



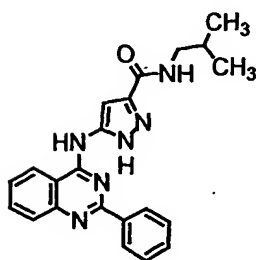
III-88



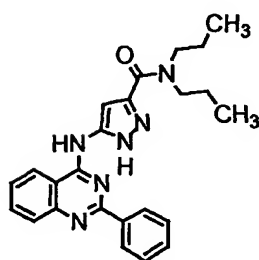
III-89



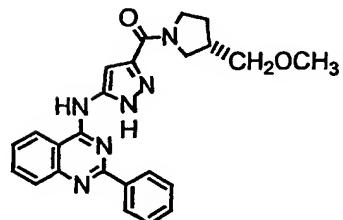
III-90



III-91

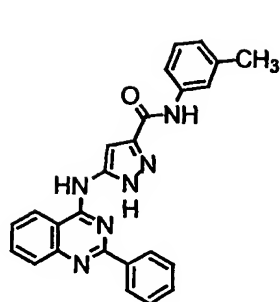


III-92

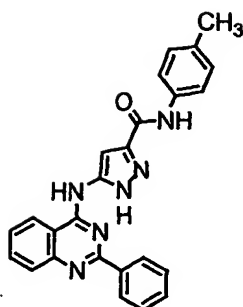


III-93

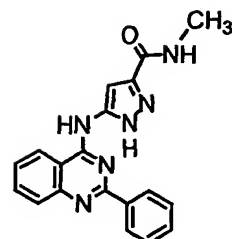
10



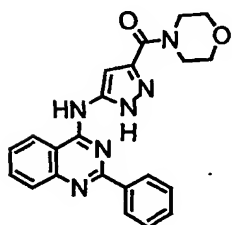
III-94



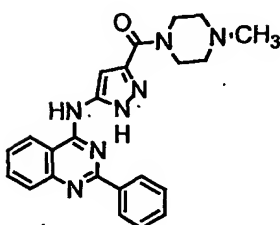
III-95



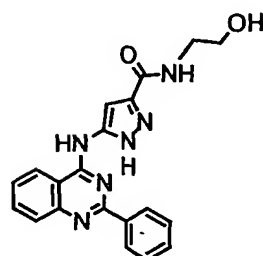
III-96



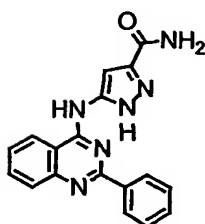
III-97



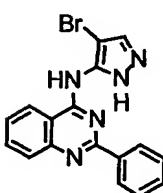
III-98



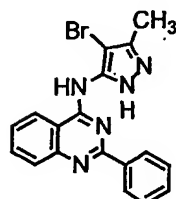
III-99



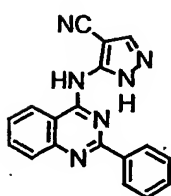
III-100



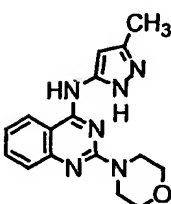
III-101



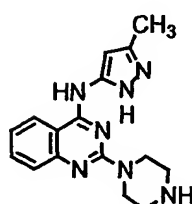
III-102



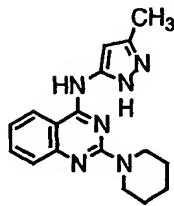
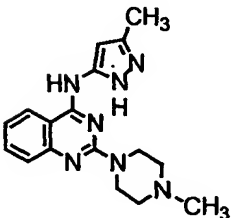
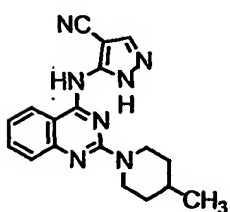
III-103



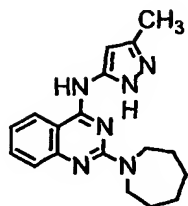
III-104



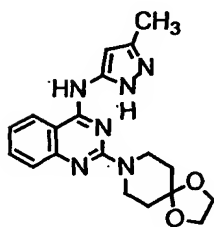
III-105



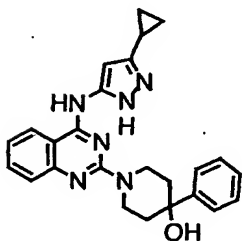
III-106



III-109

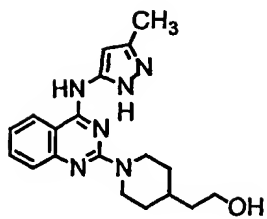


III-112

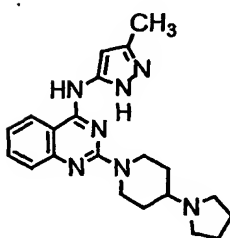


III-118

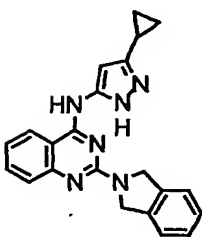
III-107



III-110

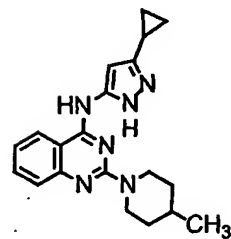


III-116

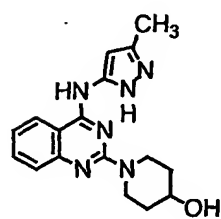


III-119

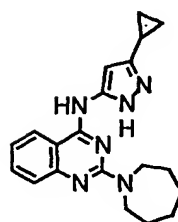
III-108



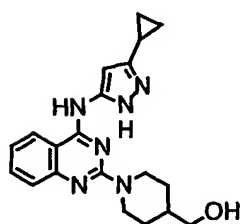
III-111



III-117



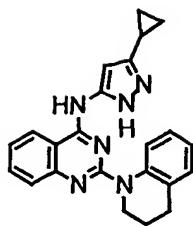
III-120



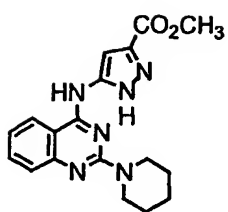
III-120

5

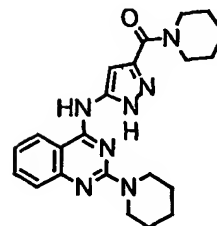
10



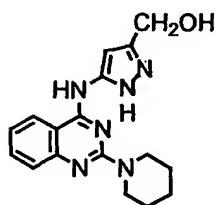
III-121



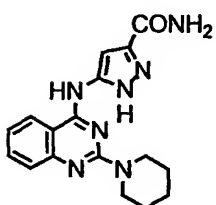
III-122



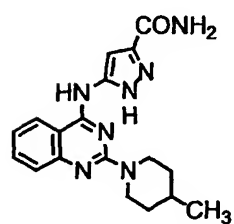
III-123



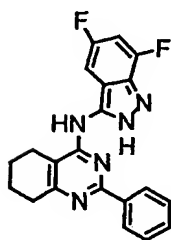
III-124



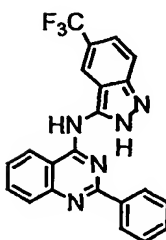
III-125



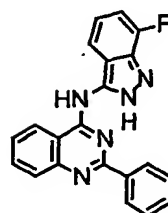
III-126



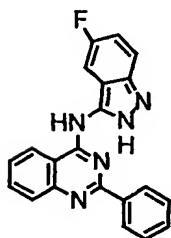
III-127



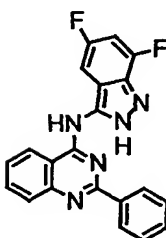
III-128



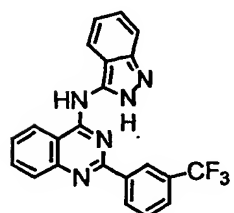
III-129



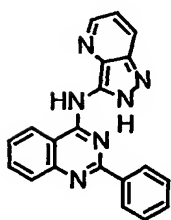
III-130



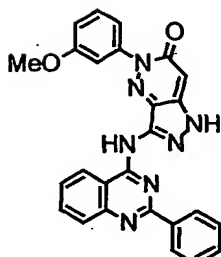
III-131



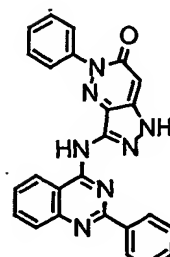
III-132



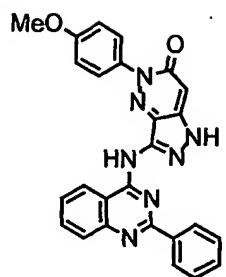
III-133



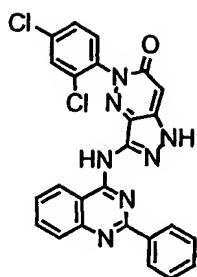
III-134



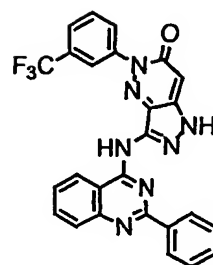
III-135



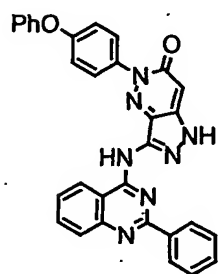
III-136



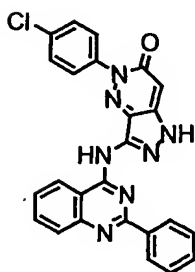
III-137



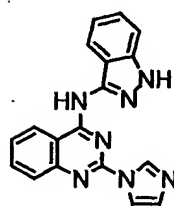
III-138



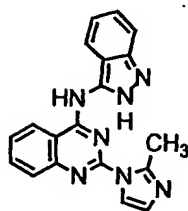
III-139



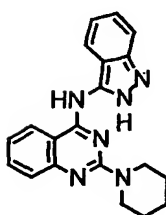
III-140



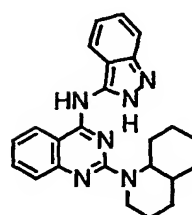
III-141



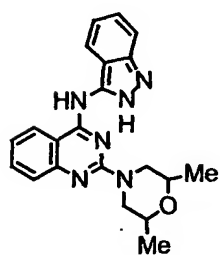
III-142



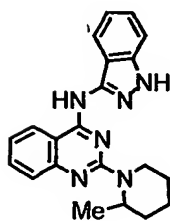
III-143



III-144



III-145



III-146

In another embodiment, this invention provides a composition comprising a compound of formula III and a pharmaceutically acceptable carrier.

One aspect of this invention relates to a
5 method of inhibiting GSK-3 activity in a patient, comprising administering to the patient a therapeutically effective amount of a composition comprising a compound of formula III.

Another aspect relates to a method of treating
10 a disease that is alleviated by treatment with a GSK-3 inhibitor, said method comprising the step of administering to a patient in need of such a treatment a therapeutically effective amount of a composition comprising a compound of formula III.

15 Another aspect relates to a method of enhancing glycogen synthesis and/or lowering blood levels of glucose in a patient in need thereof, comprising administering to said patient a therapeutically effective amount of a composition comprising a compound of formula
20 III. This method is especially useful for diabetic patients.

Another aspect relates to a method of inhibiting the production of hyperphosphorylated Tau protein in a patient in need thereof, comprising
25 administering to said patient a therapeutically effective amount of a composition comprising a compound of formula III. This method is especially useful in halting or slowing the progression of Alzheimer's disease.

Another aspect relates to a method of
30 inhibiting the phosphorylation of β -catenin in a patient in need thereof, comprising administering to said patient a therapeutically effective amount of a composition

comprising a compound of formula III. This method is especially useful for treating schizophrenia.

One aspect of this invention relates to a method of inhibiting Aurora activity in a patient,
5 comprising administering to the patient a therapeutically effective amount of a composition comprising a compound of formula III.

Another aspect relates to a method of treating a disease that is alleviated by treatment with an Aurora
10 inhibitor, said method comprising the step of administering to a patient in need of such a treatment a therapeutically effective amount of a composition comprising a compound of formula III. This method is especially useful for treating cancer, such as colon,
15 ovarian, and breast cancer.

One aspect of this invention relates to a method of inhibiting CDK-2 activity in a patient, comprising administering to the patient a therapeutically effective amount of a composition comprising a compound
20 of formula III.

Another aspect relates to a method of treating a disease that is alleviated by treatment with a CDK-2 inhibitor, said method comprising the step of administering to a patient in need of such a treatment a
25 therapeutically effective amount of a composition comprising a compound of formula III. This method is especially useful for treating cancer, Alzheimer's disease, restenosis, angiogenesis, glomerulonephritis, cytomegalovirus, HIV, herpes, psoriasis, atherosclerosis,
30 alopecia, and autoimmune diseases such as rheumatoid arthritis.

One aspect of this invention relates to a method of inhibiting Src activity in a patient,

comprising administering to the patient a therapeutically effective amount of a composition comprising a compound of formula III.

Another aspect relates to a method of treating
5 a disease that is alleviated by treatment with a Src inhibitor, said method comprising the step of administering to a patient in need of such a treatment a therapeutically effective amount of a composition comprising a compound of formula III. This method is
10 especially useful for treating hypercalcemia, osteoporosis, osteoarthritis, cancer, symptomatic treatment of bone metastasis, and Paget's disease.

Another method relates to inhibiting GSK-3, Aurora, CDK-2, or Src activity in a biological sample,
15 which method comprises contacting the biological sample with the GSK-3, Aurora, CDK-2, or Src inhibitor of formula III, or a pharmaceutical composition thereof, in an amount effective to inhibit GSK-3, Aurora, CDK-2, or Src.

20 Each of the aforementioned methods directed to the inhibition of GSK-3, Aurora, CDK-2, or Src, or the treatment of a disease alleviated thereby, is preferably carried out with a preferred compound of formula III, as described above.

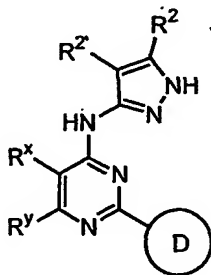
25 Compounds of formula III, wherein $R^{2'}$ is hydrogen and R^x and R^y are taken together with the pyrimidine ring to form an optionally substituted quinazoline ring system, are also inhibitors of ERK-2 and AKT protein kinases.

30 Accordingly, another method of this invention relates to a method of inhibiting ERK-2 or AKT activity in a patient, comprising administering to the patient a therapeutically effective amount of a composition

comprising a compound of formula III, wherein R^{2'} is hydrogen and R^x and R^y are taken together with the pyrimidine ring to form an optionally substituted quinazoline ring system.

- 5 Another aspect relates to a method of treating a disease that is alleviated by treatment with a ERK-2 or AKT inhibitor, said method comprising the step of administering to a patient in need of such a treatment a therapeutically effective amount of a composition
- 10 comprising a compound of formula III, wherein R^{2'} is hydrogen and R^x and R^y are taken together with the pyrimidine ring to form an optionally substituted quinazoline ring system. This method is especially useful for treating cancer, stroke, hepatomegaly,
- 15 cardiovascular disease, Alzheimer's disease, cystic fibrosis, viral disease, autoimmune diseases, restenosis, psoriasis, allergic disorders including asthma, inflammation, and neurological disorders.

- Another embodiment of this invention relates to
- 20 compounds of formula IV:



IV

or a pharmaceutically acceptable derivative or prodrug thereof, wherein:

- Ring D is a 5-7 membered monocyclic ring or 8-10 membered
- 25 bicyclic ring selected from aryl, heteroaryl, heterocyclyl or carbocyclyl, said heteroaryl or

heterocyclyl ring having 1-4 ring heteroatoms selected from nitrogen, oxygen or sulfur, wherein Ring D is substituted at any substitutable ring carbon by oxo or -R⁵, and at any substitutable ring nitrogen by -R⁴,
5 provided that when Ring D is a six-membered aryl or heteroaryl ring, -R⁵ is hydrogen at each ortho carbon position of Ring D;

R^x and R^y are independently selected from T-R³, or R^x and R^y are taken together with their intervening atoms to form a fused, unsaturated or partially unsaturated, 5-8 membered ring having 1-3 ring heteroatoms selected from oxygen, sulfur, or nitrogen, wherein any substitutable carbon on said fused ring is optionally and independently substituted by T-R³, and any substitutable nitrogen on said ring is substituted by R⁴;

T is a valence bond or a C₁₋₄ alkylidene chain;

R² and R^{2'} are independently selected from -R, -T-W-R⁶, or R² and R^{2'} are taken together with their intervening
10 atoms to form a fused, 5-8 membered, unsaturated or partially unsaturated, ring containing 0-3 ring heteroatoms selected from nitrogen, oxygen, or sulfur, wherein said fused ring is optionally substituted by up to three groups independently selected from halo, oxo,
15 -CN, -NO₂, -R⁷, or -V-R⁶;

R³ is selected from -R, -halo, =O, -OR, -C(=O)R, -CO₂R, -COCOR, -COCH₂COR, -NO₂, -CN, -S(O)R, -S(O)₂R, -SR, -N(R⁴)₂, -CON(R⁴)₂, -SO₂N(R⁴)₂, -OC(=O)R, -N(R⁴)COR, -N(R⁴)CO₂(optionally substituted C₁₋₆ aliphatic), -N(R⁴)N(R⁴)₂, -C=NN(R⁴)₂, -C=N-OR, -N(R⁴)CON(R⁴)₂, -N(R⁴)SO₂N(R⁴)₂, -N(R⁴)SO₂R, or -OC(=O)N(R⁴)₂;

each R is independently selected from hydrogen or an optionally substituted group selected from C₁₋₆

aliphatic, C₆₋₁₀ aryl, a heteroaryl ring having 5-10 ring atoms, or a heterocyclyl ring having 5-10 ring atoms;

each R⁴ is independently selected from -R⁷, -COR⁷, -CO₂(optionally substituted C₁₋₆ aliphatic), -CON(R⁷)₂, or -SO₂R⁷, or two R⁴ on the same nitrogen are taken together to form a 5-8 membered heterocyclyl or

5 heteroaryl ring;

each R⁵ is independently selected from -R, halo, -OR, -C(=O)R, -CO₂R, -COCOR, -NO₂, -CN, -S(O)R, -SO₂R, -SR, -N(R⁴)₂, -CON(R⁴)₂, -SO₂N(R⁴)₂, -OC(=O)R, -N(R⁴)COR, -N(R⁴)CO₂(optionally substituted C₁₋₆ aliphatic), -N(R⁴)N(R⁴)₂, -C=NN(R⁴)₂, -C=N-OR, -N(R⁴)CON(R⁴)₂, -N(R⁴)SO₂N(R⁴)₂, -N(R⁴)SO₂R, or -OC(=O)N(R⁴)₂;

V is -O-, -S-, -SO-, -SO₂-, -N(R⁶)SO₂-, -SO₂N(R⁶)-, -N(R⁶)-, -CO-, -CO₂-, -N(R⁶)CO-, -N(R⁶)C(O)O-, -N(R⁶)CON(R⁶)-, -N(R⁶)SO₂N(R⁶)-, -N(R⁶)N(R⁶)-, -C(O)N(R⁶)-, -OC(O)N(R⁶)-, -C(R⁶)₂O-, -C(R⁶)₂S-, -C(R⁶)₂SO-, -C(R⁶)₂SO₂-, -C(R⁶)₂SO₂N(R⁶)-, -C(R⁶)₂N(R⁶)-, -C(R⁶)₂N(R⁶)C(O)-, -C(R⁶)₂N(R⁶)C(O)O-, -C(R⁶)=NN(R⁶)-, -C(R⁶)=N-O-, -C(R⁶)₂N(R⁶)N(R⁶)-, -C(R⁶)₂N(R⁶)SO₂N(R⁶)-, or -C(R⁶)₂N(R⁶)CON(R⁶)-;

20 W is -C(R⁶)₂O-, -C(R⁶)₂S-, -C(R⁶)₂SO-, -C(R⁶)₂SO₂-, -C(R⁶)₂SO₂N(R⁶)-, -C(R⁶)₂N(R⁶)-, -CO-, -CO₂-, -C(R⁶)OC(O)-, -C(R⁶)OC(O)N(R⁶)-, -C(R⁶)₂N(R⁶)CO-, -C(R⁶)₂N(R⁶)C(O)O-, -C(R⁶)=NN(R⁶)-, -C(R⁶)=N-O-, -C(R⁶)₂N(R⁶)N(R⁶)-, -C(R⁶)₂N(R⁶)SO₂N(R⁶)-, -C(R⁶)₂N(R⁶)CON(R⁶)-, or -CON(R⁶)-;

each R⁶ is independently selected from hydrogen or an optionally substituted C₁₋₄ aliphatic group, or two R⁶ groups on the same nitrogen atom are taken together with the nitrogen atom to form a 5-6 membered heterocyclyl or heteroaryl ring; and

30

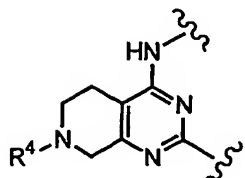
each R^7 is independently selected from hydrogen or an optionally substituted C_{1-6} aliphatic group, or two R^7 on the same nitrogen are taken together with the nitrogen to form a 5-8 membered heterocyclyl ring or heteroaryl.

Preferred formula IV Ring D monocyclic rings include substituted and unsubstituted phenyl, pyridinyl, piperidinyl, piperazinyl, pyrrolidinyl, thienyl, azepanyl, and morpholinyl rings. Preferred formula IV Ring D bicyclic rings include 1,2,3,4-tetrahydroisoquinolinyl, 1,2,3,4-tetrahydroquinolinyl, 2,3-dihydro-1H-isoindolyl, 2,3-dihydro-1H-indolyl, isoquinolinyl, quinolinyl, and naphthyl. Examples of more preferred Ring D bicyclic rings include naphthyl and isoquinolinyl.

Preferred substituents on Ring D of formula IV include halo, oxo, CN, $-NO_2$, $-N(R^4)_2$, $-CO_2R$, $-CONH(R^4)$, $-N(R^4)COR$, $-SO_2N(R^4)_2$, $-N(R^4)SO_2R$, $-SR$, $-OR$, $-C(O)R$, or substituted or unsubstituted group selected from 5-6 membered heterocyclyl, C_{6-10} aryl, or C_{1-6} aliphatic. More preferred R^5 substituents include $-halo$, $-CN$, $-oxo$, $-SR$, $-OR$, $-N(R^4)_2$, $-C(O)R$, or a substituted or unsubstituted group selected from 5-6 membered heterocyclyl, C_{6-10} aryl, or C_{1-6} aliphatic. Examples of Ring D substituents include $-OH$, phenyl, methyl, CH_2OH , CH_2CH_2OH , pyrrolidinyl, OPh , CF_3 , $C\equiv CH$, Cl , Br , F , I , NH_2 , $C(O)CH_3$, *i*-propyl, *tert*-butyl, SEt , OMe , $N(Me)_2$, methylene dioxy, and ethylene dioxy.

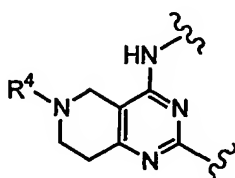
When the R^x and R^y groups of formula IV are taken together to form a fused ring, preferred R^x/R^y rings include a 5-, 6-, 7-, or 8-membered unsaturated or partially unsaturated ring having 1-2 heteroatoms. This provides a bicyclic ring system containing the pyrimidine

ring. Examples of preferred pyrimidine ring systems of formula IV are the mono- and bicyclic systems shown below.

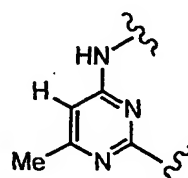


5

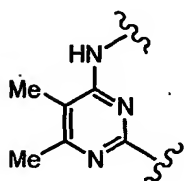
IV-D



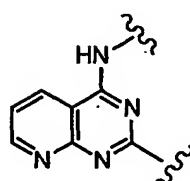
IV-E



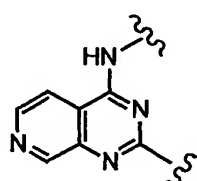
IV-G



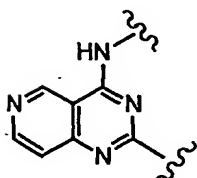
IV-H



IV-J

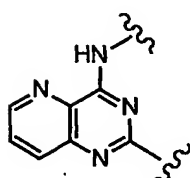


IV-K

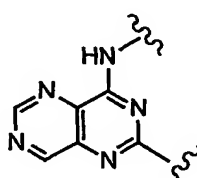


10

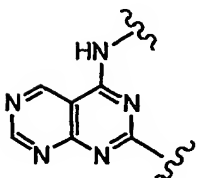
IV-L



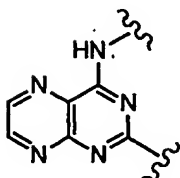
IV-M



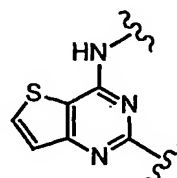
IV-N



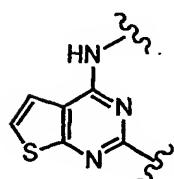
IV-O



IV-P

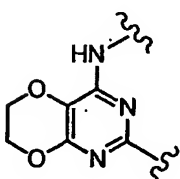


IV-Q

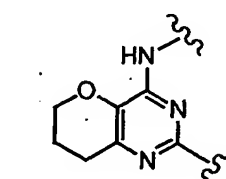


15

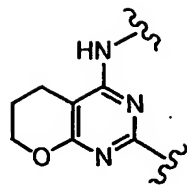
IV-R



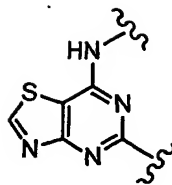
IV-S



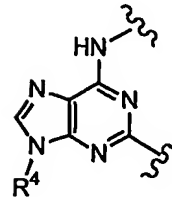
IV-T



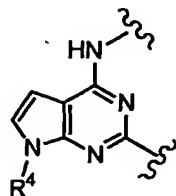
IV-U



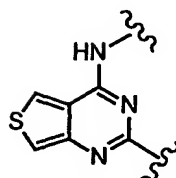
IV-V



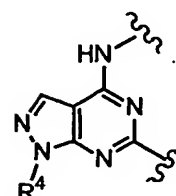
IV-W



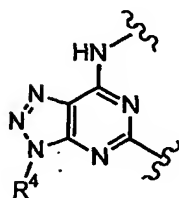
IV-X



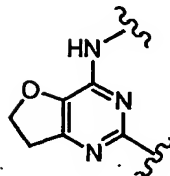
IV-Y



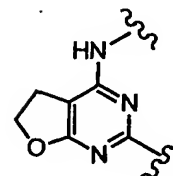
IV-Z



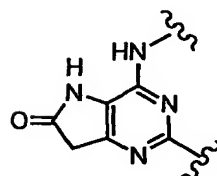
IV-AA



IV-BB



IV-CC



IV-DD

More preferred pyrimidine ring systems of formula IV include IV-E, IV-G, IV-H, IV-J, IV-K, IV-L, IV-M, IV-T, and IV-U.

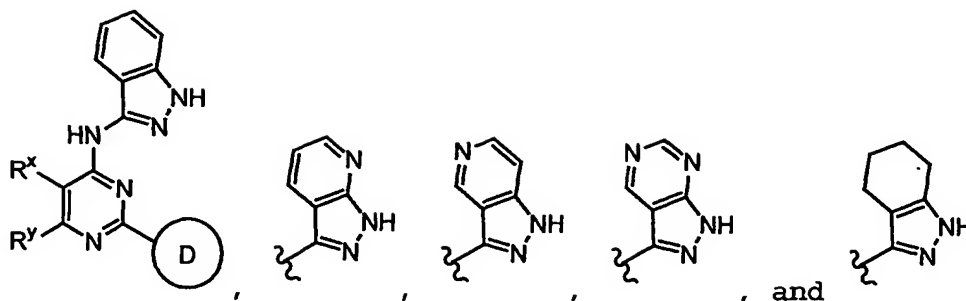
In the monocyclic pyrimidine ring system of formula IV, preferred R^x groups include hydrogen, amino, nitro, alkyl- or dialkylamino, acetamido, or a C_{1-4} aliphatic group such as methyl, ethyl, cyclopropyl, isopropyl or t-butyl. Preferred R^y groups include $T-R^3$ wherein T is a valence bond or a methylene, and R^3 is -R,

-N(R⁴)₂, or -OR. When R³ is -R or -OR, a preferred R is an optionally substituted group selected from C₁₋₆ aliphatic, phenyl, or a 5-6 membered heteroaryl or heterocyclyl ring. Examples of preferred R^y groups include 2-pyridyl, 4-pyridyl, piperidinyl, methyl, ethyl, cyclopropyl, isopropyl, t-butyl, alkyl- or dialkylamino, acetamido, optionally substituted phenyl such as phenyl, methoxyphenyl, trimethoxyphenyl, or halo-substituted phenyl, and methoxymethyl.

10 In the bicyclic pyrimidine ring system of formula IV, the ring formed when R^x and R^y are taken together may be substituted or unsubstituted. Suitable substituents include -R, halo, -OR, -C(=O)R, -CO₂R, -COCOR, -NO₂, -CN, -S(O)R, -SO₂R, -SR, -N(R⁴)₂, -CON(R⁴)₂,
15 -SO₂N(R⁴)₂, -OC(=O)R, -N(R⁴)COR, -N(R⁴)CO₂(optionally substituted C₁₋₆ aliphatic), -N(R⁴)N(R⁴)₂, -C=NN(R⁴)₂, -C=N-OR, -N(R⁴)CON(R⁴)₂, -N(R⁴)SO₂N(R⁴)₂, -N(R⁴)SO₂R, or -OC(=O)N(R⁴)₂, wherein R and R⁴ are as defined above for compounds of formula IV. Preferred R^x/R^y ring
20 substituents include -halo, -R, -OR, -COR, -CO₂R, -CON(R⁴)₂, -CN, or -N(R⁴)₂, wherein R is a substituted or unsubstituted C₁₋₆ aliphatic group.

The R² and R^{2'} groups of formula IV may be taken together to form a fused ring, thus providing a bicyclic
25 ring system containing a pyrazole ring. Preferred fused rings include benzo, pyrido, pyrimido, and a partially unsaturated 6-membered carbocyclo ring. These are exemplified in the following formula IV compounds having a pyrazole-containing bicyclic ring system:

30



Preferred substituents on the R²/R^{2'} fused ring of formula IV include one or more of the following:

- 5 -halo, -N(R⁴)₂, -C₁₋₄ alkyl, -C₁₋₄ haloalkyl, -NO₂, -O(C₁₋₄ alkyl), -CO₂(C₁₋₄ alkyl), -CN, -SO₂(C₁₋₄ alkyl), -SO₂NH₂, -OC(O)NH₂, -NH₂SO₂(C₁₋₄ alkyl), -NHC(O)(C₁₋₄ alkyl), -C(O)NH₂, and -CO(C₁₋₄ alkyl), wherein the (C₁₋₄ alkyl) is a straight, branched, or cyclic alkyl group. Preferably,
- 10 the (C₁₋₄ alkyl) group is methyl.

- When the pyrazole ring system of formula IV is monocyclic, preferred R² groups include hydrogen, a substituted or unsubstituted group selected from aryl, heteroaryl, or a C₁₋₆ aliphatic group. Examples of such
- 15 preferred R² groups include methyl, t-butyl, -CH₂OCH₃, cyclopropyl, furanyl, thienyl, and phenyl. A preferred R^{2'} group is hydrogen.

- Preferred formula IV compounds have one or more, and more preferably all, of the features selected
- 20 from the group consisting of:

- (a) Ring D is an optionally substituted ring selected from a phenyl, pyridinyl, piperidinyl, piperazinyl, pyrrolidinyl, thienyl, azepanyl, morpholinyl, 1,2,3,4-tetrahydroisoquinolinyl, 1,2,3,4-tetrahydroquinolinyl, 2,3-dihydro-1H-isoindolyl, 2,3-dihydro-1H-indolyl, isoquinolinyl, quinolinyl, or naphthyl ring;
- 25

(b) R^x is hydrogen or C_{1-4} aliphatic and R^y is T- R^3 , or R^x and R^y are taken together with their intervening atoms to form an optionally substituted 5-7 membered unsaturated or partially unsaturated ring having 1-2 ring heteroatoms; and

(c) $R^{2'}$ is hydrogen or methyl and R^2 is T-W- R^6 or R, wherein W is $-C(R^6)_2O-$, $-C(R^6)_2N(R^6)-$, $-CO-$, $-CO_2-$, $-C(R^6)OC(O)-$, $-C(R^6)_2N(R^6)CO-$, $-C(R^6)_2N(R^6)C(O)O-$, or $-CON(R^6)-$, and R is an optionally substituted group selected from C_{1-6} aliphatic or phenyl, or R^2 and $R^{2'}$ are taken together with their intervening atoms to form a substituted or unsubstituted benzo, pyrido, pyrimido, or partially unsaturated 6-membered carbocyclic ring.

More preferred compounds of formula IV have one or more, and more preferably all, of the features selected from the group consisting of:

(a) Ring D is an optionally substituted ring selected from phenyl, pyridinyl, piperidinyl, piperazinyl, pyrrolidinyl, morpholinyl, 1,2,3,4-tetrahydroisoquinolinyl, 1,2,3,4-tetrahydroquinolinyl, 2,3-dihydro-1H-indolyl, 2,3-dihydro-1H-indolyl, isoquinolinyl, quinolinyl, or naphthyl;

(b) R^x is hydrogen or methyl and R^y is $-R$, $N(R^4)_2$, or $-OR$, or R^x and R^y are taken together with their intervening atoms to form a 5-7 membered unsaturated or partially unsaturated ring having 1-2 ring nitrogens, wherein said ring is optionally substituted with $-R$, halo, oxo, $-OR$, $-C(=O)R$, $-CO_2R$, $-COCOR$, $-NO_2$, $-CN$, $-S(O)R$, $-SO_2R$, $-SR$, $-N(R^4)_2$, $-CON(R^4)_2$, $-SO_2N(R^4)_2$, $-OC(=O)R$, $-N(R^4)COR$, $-N(R^4)CO_2$ (optionally substituted C_{1-6} aliphatic), $-N(R^4)N(R^4)_2$, $-C=NN(R^4)_2$, $-C=N-OR$, $-N(R^4)CON(R^4)_2$, $-N(R^4)SO_2N(R^4)_2$, $-N(R^4)SO_2R$, or $-OC(=O)N(R^4)_2$; and

- (c) each R^5 is independently selected from halo, oxo, CN, NO_2 , $-N(R^4)_2$, $-CO_2R$, $-CONH(R^4)$, $-N(R^4)COR$, $-SO_2N(R^4)_2$, $-N(R^4)SO_2R$, $-SR$, $-OR$, $-C(O)R$, or a substituted or unsubstituted group selected from 5-6 membered heterocyclyl, C_{6-10} aryl, or C_{1-6} aliphatic.

Even more preferred compounds of formula IV have one or more, and more preferably all, of the features selected from the group consisting of:

- (a) R^x and R^y are taken together with their intervening atoms to form a 6-membered unsaturated or partially unsaturated ring having 1-2 ring nitrogens, optionally substituted with halo, CN, oxo, C_{1-6} alkyl, C_{1-6} alkoxy, $(C_{1-6} \text{ alkyl})\text{carbonyl}$, $(C_{1-6} \text{ alkyl})\text{sulfonyl}$, mono- or dialkylamino, mono- or dialkylaminocarbonyl, mono- or dialkylaminocarbonyloxy, or 5-6 membered heteroaryl;

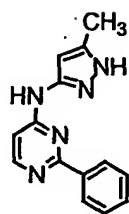
(b) each R^5 is independently selected from -halo, -CN, -oxo, -SR, -OR, $-N(R^4)_2$, $-C(O)R$, or a substituted or unsubstituted group selected from 5-6 membered heterocyclyl, C_{6-10} aryl, or C_{1-6} aliphatic; and

- (c) $R^{2'}$ is hydrogen and R^2 is $T-W-R^6$ or R , wherein W is $-C(R^6)_2O-$, $-C(R^6)_2N(R^6)-$, $-CO-$, $-CO_2-$, $-C(R^6)OC(O)-$, $-C(R^6)_2N(R^6)CO-$, or $-CON(R^6)-$, and R is an optionally substituted group selected from C_{1-6} aliphatic or phenyl, or R^2 and $R^{2'}$ are taken together with their intervening atoms to form a benzo, pyrido, or partially unsaturated 6-membered carbocyclo ring optionally substituted with -halo, oxo, $-N(R^4)_2$, $-C_{1-4}$ alkyl, $-C_{1-4}$ haloalkyl, $-NO_2$, $-O(C_{1-4} \text{ alkyl})$, $-CO_2(C_{1-4} \text{ alkyl})$, $-CN$, $-SO_2(C_{1-4} \text{ alkyl})$, $-SO_2NH_2$, $-OC(O)NH_2$, $-NH_2SO_2(C_{1-4} \text{ alkyl})$, $-NHC(O)(C_{1-4} \text{ alkyl})$, $-C(O)NH_2$, or $-CO(C_{1-4} \text{ alkyl})$, wherein the $(C_{1-4} \text{ alkyl})$ is a straight, branched, or cyclic alkyl group.

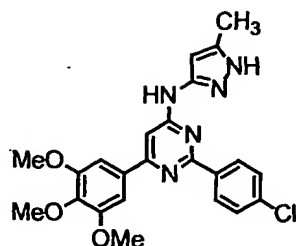
Representative compounds of formula IV are set forth in Table 3 below.

Table 3.

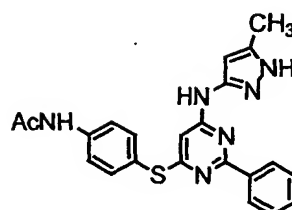
5



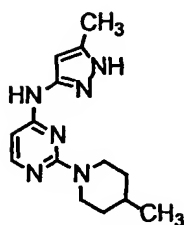
IV-1



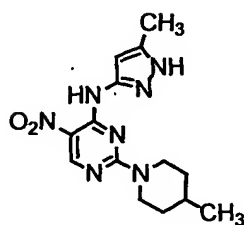
IV-2



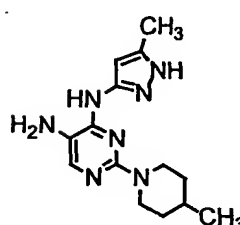
IV-3



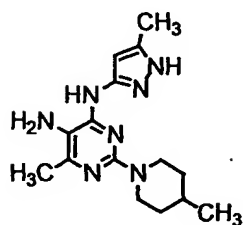
IV-4



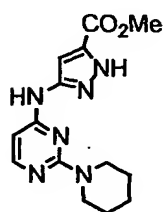
IV-5



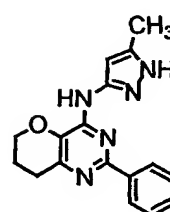
IV-6



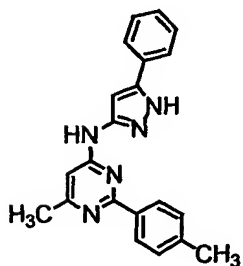
IV-7



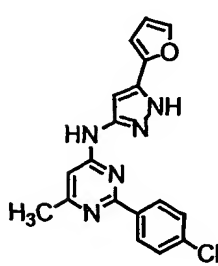
IV-8



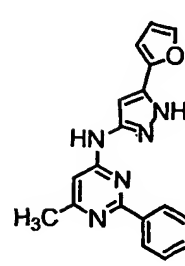
IV-9



IV-10

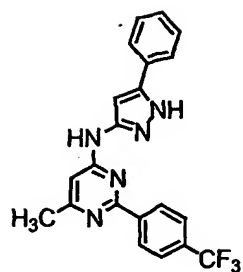


IV-11

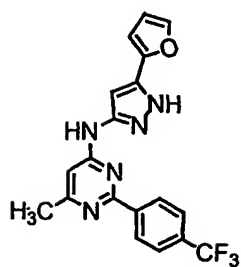


IV-12

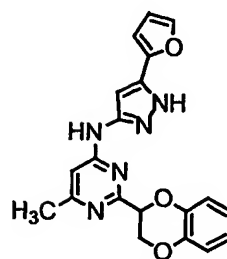
15



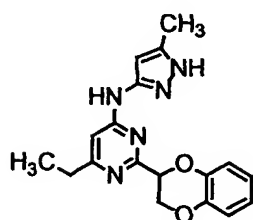
IV-13



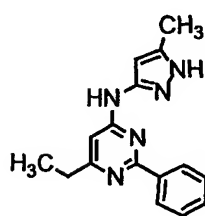
IV-14



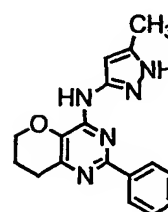
IV-15



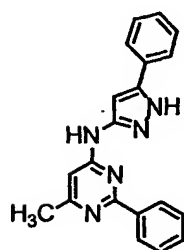
IV-16



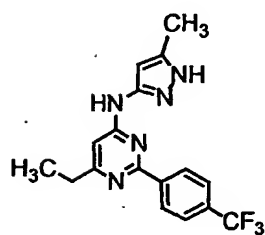
IV-17



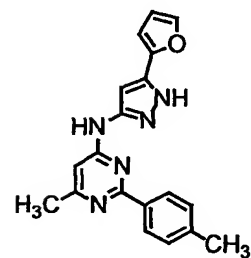
IV-18



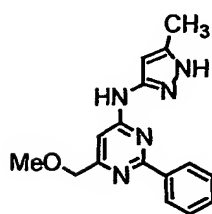
IV-19



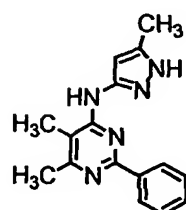
IV-20



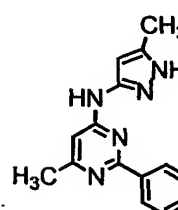
IV-21



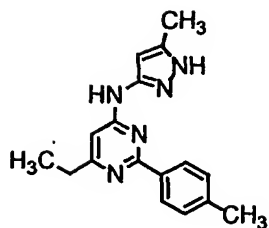
IV-22



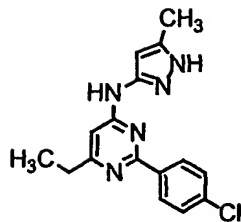
IV-23



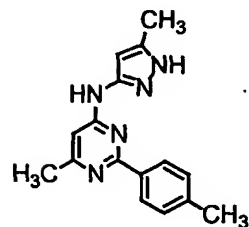
IV-24



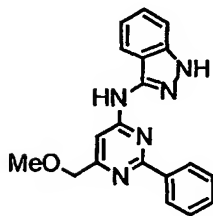
IV-25



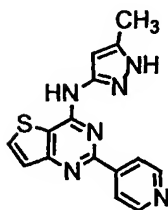
IV-26



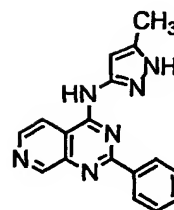
IV-27



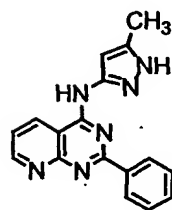
IV-28



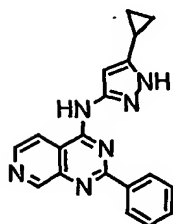
IV-29



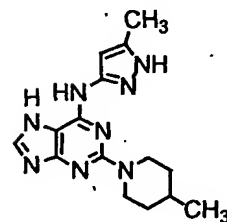
IV-30



IV-31



IV-32



IV-33

In another embodiment, this invention provides a composition comprising a compound of formula IV and a pharmaceutically acceptable carrier.

One aspect of this invention relates to a method of inhibiting GSK-3 activity in a patient, comprising administering to the patient a therapeutically effective amount of a composition comprising a compound of formula IV.

Another aspect relates to a method of treating a disease that is alleviated by treatment with a GSK-3 inhibitor, said method comprising the step of administering to a patient in need of such a treatment a

therapeutically effective amount of a composition comprising a compound of formula IV.

Another aspect relates to a method of enhancing glycogen synthesis and/or lowering blood levels of glucose in a patient in need thereof, comprising administering to said patient a therapeutically effective amount of a composition comprising a compound of formula IV. This method is especially useful for diabetic patients.

Another aspect relates to a method of inhibiting the production of hyperphosphorylated Tau protein in a patient in need thereof, comprising administering to said patient a therapeutically effective amount of a composition comprising a compound of formula IV. This method is especially useful in halting or slowing the progression of Alzheimer's disease.

Another aspect relates to a method of inhibiting the phosphorylation of β -catenin in a patient in need thereof, comprising administering to said patient a therapeutically effective amount of a composition comprising a compound of formula IV. This method is especially useful for treating schizophrenia.

One aspect of this invention relates to a method of inhibiting Aurora activity in a patient, comprising administering to the patient a therapeutically effective amount of a composition comprising a compound of formula IV.

Another aspect relates to a method of treating a disease that is alleviated by treatment with an Aurora inhibitor, said method comprising the step of administering to a patient in need of such a treatment a therapeutically effective amount of a composition comprising a compound of formula IV. This method is

especially useful for treating cancer, such as colon, ovarian, and breast cancer.

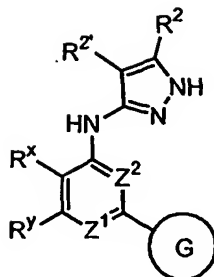
One aspect of this invention relates to a method of inhibiting CDK-2 activity in a patient, comprising administering to the patient a therapeutically effective amount of a composition comprising a compound of formula IV.

Another aspect relates to a method of treating a disease that is alleviated by treatment with a CDK-2 inhibitor, said method comprising the step of administering to a patient in need of such a treatment a therapeutically effective amount of a composition comprising a compound of formula IV. This method is especially useful for treating cancer, Alzheimer's disease, restenosis, angiogenesis, glomerulonephritis, cytomegalovirus, HIV, herpes, psoriasis, atherosclerosis, alopecia, and autoimmune diseases such as rheumatoid arthritis.

Another method relates to inhibiting GSK-3, Aurora, or CDK-2 activity in a biological sample, which method comprises contacting the biological sample with the GSK-3 or Aurora inhibitor of formula IV, or a pharmaceutical composition thereof, in an amount effective to inhibit GSK-3, Aurora or CDK-2.

Each of the aforementioned methods directed to the inhibition of GSK-3, Aurora or CDK-2, or the treatment of a disease alleviated thereby, is preferably carried out with a preferred compound of formula IV, as described above.

Another embodiment of this invention relates to compounds of formula V:



V

or a pharmaceutically acceptable derivative or prodrug thereof, wherein:

Z^1 is N, CR^a , or CH and Z^2 is N or CH, provided that one of Z^1 and Z^2 is nitrogen;

G is Ring C or Ring D;

Ring C is selected from a phenyl, pyridinyl, pyrimidinyl, pyridazinyl, pyrazinyl, or 1,2,4-triazinyl ring, wherein said Ring C has one or two ortho substituents independently selected from $-R^1$, any substitutable non-ortho carbon position on Ring C is independently substituted by $-R^5$, and two adjacent substituents on Ring C are optionally taken together with their intervening atoms to form a fused, unsaturated or partially unsaturated, 5-6 membered ring having 0-3 heteroatoms selected from oxygen, sulfur or nitrogen, said fused ring being optionally substituted by halo, oxo, or $-R^8$;

Ring D is a 5-7 membered monocyclic ring or 8-10 membered bicyclic ring selected from aryl, heteroaryl, heterocyclyl or carbocyclyl, said heteroaryl or heterocyclyl ring having 1-4 ring heteroatoms selected from nitrogen, oxygen or sulfur, wherein Ring D is substituted at any substitutable ring carbon by oxo or $-R^5$, and at any substitutable ring nitrogen by $-R^4$, provided that when Ring D is a six-membered aryl or

- heteroaryl ring, $-R^5$ is hydrogen at each ortho carbon position of Ring D;
- R^1 is selected from -halo, -CN, $-NO_2$, T-V- R^6 , phenyl, 5-6 membered heteroaryl ring, 5-6 membered heterocyclyl ring, or C_{1-6} aliphatic group, said phenyl, heteroaryl, and heterocyclyl rings each optionally substituted by up to three groups independently selected from halo, oxo, or $-R^8$, said C_{1-6} aliphatic group optionally substituted with halo, cyano, nitro, or oxygen, or R^1 and an adjacent substituent taken together with their intervening atoms form said ring fused to Ring C;
- R^x and R^y are independently selected from T- R^3 , or R^x and R^y are taken together with their intervening atoms to form a fused, unsaturated or partially unsaturated, 5-8 membered ring having 0-3 ring heteroatoms selected from oxygen, sulfur, or nitrogen, wherein any substitutable carbon on said fused ring formed by R^x and R^y is substituted by oxo or T- R^3 , and any substitutable nitrogen on said ring formed by R^x and R^y is substituted by R^4 ;
- T is a valence bond or a C_{1-4} alkylidene chain;
- R^2 and $R^{2'}$ are independently selected from -R, -T-W- R^6 , or R^2 and $R^{2'}$ are taken together with their intervening atoms to form a fused, 5-8 membered, unsaturated or partially unsaturated, ring having 0-3 ring heteroatoms selected from nitrogen, oxygen, or sulfur, wherein each substitutable carbon on said fused ring formed by R^2 and $R^{2'}$ is substituted by halo, oxo, -CN, $-NO_2$, $-R^7$, or -V- R^6 , and any substitutable nitrogen on said ring formed by R^2 and $R^{2'}$ is substituted by R^4 ;
- R^3 is selected from -R, -halo, -OR, $-C(=O)R$, $-CO_2R$, $-COCOR$, $-COCH_2COR$, $-NO_2$, -CN, $-S(O)R$, $-S(O)_2R$, -SR, $-N(R^4)_2$, $-CON(R^7)_2$, $-SO_2N(R^7)_2$, $-OC(=O)R$, $-N(R^7)COR$,

-N(R⁷)CO₂(optionally substituted C₁₋₆ aliphatic),
 -N(R⁴)N(R⁴)₂, -C=NN(R⁴)₂, -C=N-OR, -N(R⁷)CON(R⁷)₂,
 -N(R⁷)SO₂N(R⁷)₂, -N(R⁴)SO₂R, or -OC(=O)N(R⁷)₂;

each R is independently selected from hydrogen or an optionally substituted group selected from C₁₋₆ aliphatic, C₆₋₁₀ aryl, a heteroaryl ring having 5-10 ring atoms, or a heterocyclyl ring having 5-10 ring atoms;

each R⁴ is independently selected from -R⁷, -COR⁷, -CO₂(optionally substituted C₁₋₆ aliphatic), -CON(R⁷)₂, or -SO₂R⁷, or two R⁴ on the same nitrogen are taken together to form a 5-8 membered heterocyclyl or heteroaryl ring;

each R⁵ is independently selected from -R, halo, -OR, -C(=O)R, -CO₂R, -COCOR, -NO₂, -CN, -S(O)R, -SO₂R, -SR, -N(R⁴)₂, -CON(R⁴)₂, -SO₂N(R⁴)₂, -OC(=O)R, -N(R⁴)COR, -N(R⁴)CO₂(optionally substituted C₁₋₆ aliphatic), -N(R⁴)N(R⁴)₂, -C=NN(R⁴)₂, -C=N-OR, -N(R⁴)CON(R⁴)₂, -N(R⁴)SO₂N(R⁴)₂, -N(R⁴)SO₂R, or -OC(=O)N(R⁴)₂, or R⁵ and an adjacent substituent taken together with their intervening atoms form said ring fused to Ring C;

V is -O-, -S-, -SO-, -SO₂-, -N(R⁶)SO₂-, -SO₂N(R⁶)-, -N(R⁶)-, -CO-, -CO₂-, -N(R⁶)CO-, -N(R⁶)C(O)O-, -N(R⁶)CON(R⁶)-, -N(R⁶)SO₂N(R⁶)-, -N(R⁶)N(R⁶)-, -C(O)N(R⁶)-, -OC(O)N(R⁶)-, -C(R⁶)₂O-, -C(R⁶)₂S-, -C(R⁶)₂SO-, -C(R⁶)₂SO₂-, -C(R⁶)₂SO₂N(R⁶)-, -C(R⁶)₂N(R⁶)-, -C(R⁶)₂N(R⁶)C(O)-, -C(R⁶)₂N(R⁶)C(O)O-, -C(R⁶)=NN(R⁶)-, -C(R⁶)=N-O-, -C(R⁶)₂N(R⁶)N(R⁶)-, -C(R⁶)₂N(R⁶)SO₂N(R⁶)-, or -C(R⁶)₂N(R⁶)CON(R⁶)-;

W is -C(R⁶)₂O-, -C(R⁶)₂S-, -C(R⁶)₂SO-, -C(R⁶)₂SO₂-, -C(R⁶)₂SO₂N(R⁶)-, -C(R⁶)₂N(R⁶)-, -CO-, -CO₂-, -C(R⁶)OC(O)-, -C(R⁶)OC(O)N(R⁶)-, -C(R⁶)₂N(R⁶)CO-, -C(R⁶)₂N(R⁶)C(O)O-, -C(R⁶)=NN(R⁶)-, -C(R⁶)=N-O-,

$-C(R^6)_2N(R^6)N(R^6)-$, $-C(R^6)_2N(R^6)SO_2N(R^6)-$,
 $-C(R^6)_2N(R^6)CON(R^6)-$, or $-CON(R^6)-$;

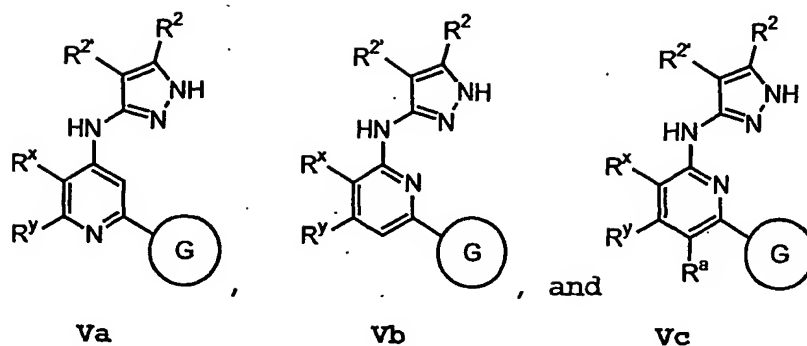
each R^6 is independently selected from hydrogen, an
optionally substituted C_{1-4} aliphatic group, or two R^6
5 groups on the same nitrogen atom are taken together
with the nitrogen atom to form a 5-6 membered
heterocyclyl or heteroaryl ring;

each R^7 is independently selected from hydrogen or an
optionally substituted C_{1-6} aliphatic group, or two R^7
10 on the same nitrogen are taken together with the
nitrogen to form a 5-8 membered heterocyclyl or
heteroaryl ring;

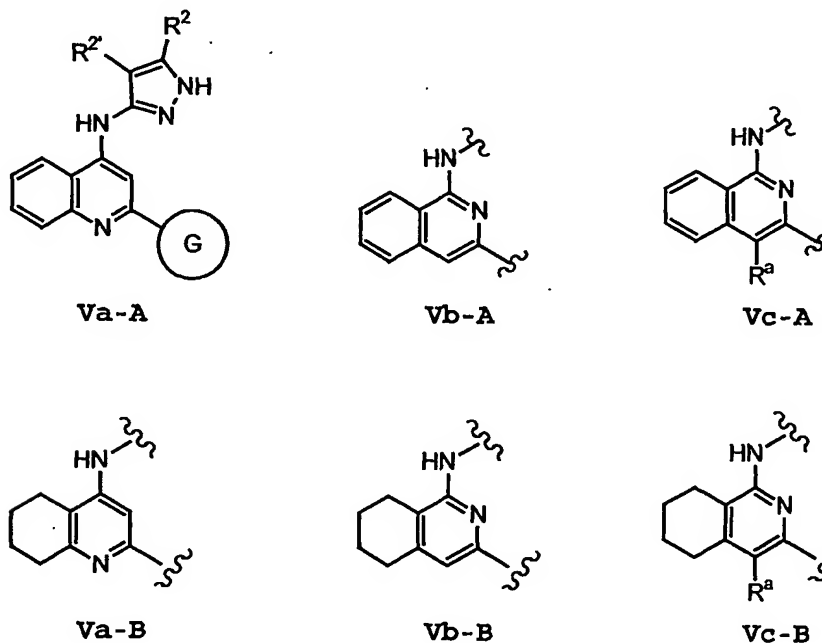
each R^8 is independently selected from an optionally
substituted C_{1-4} aliphatic group, $-OR^6$, $-SR^6$, $-COR^6$,
15 $-SO_2R^6$, $-N(R^6)_2$, $-N(R^6)N(R^6)_2$, $-CN$, $-NO_2$, $-CON(R^6)_2$, or
 $-CO_2R^6$; and

R^a is selected from halo, $-OR$, $-C(=O)R$, $-CO_2R$, $-COCOR$,
 $-NO_2$, $-CN$, $-S(O)R$, $-SO_2R$, $-SR$, $-N(R^4)_2$, $-CON(R^4)_2$,
 $-SO_2N(R^4)_2$, $-OC(=O)R$, $-N(R^4)COR$, $-N(R^4)CO_2$ (optionally
20 substituted C_{1-6} aliphatic), $-N(R^4)N(R^4)_2$, $-C=NN(R^4)_2$,
 $-C=N-OR$, $-N(R^4)CON(R^4)_2$, $-N(R^4)SO_2N(R^4)_2$, $-N(R^4)SO_2R$,
 $-OC(=O)N(R^4)_2$, or an optionally substituted group
selected from C_{1-6} aliphatic, C_{6-10} aryl, a heteroaryl
ring having 5-10 ring atoms, or a heterocyclyl ring
25 having 5-10 ring atoms.

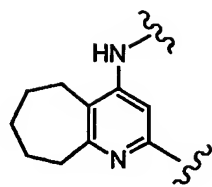
Compounds of formula V may be represented by
specifying Z^1 and Z^2 as shown below:



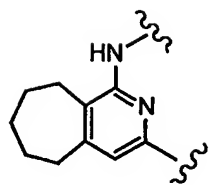
When the R^x and R^y groups of formula V are taken
 5 together to form a fused ring, preferred R^x/R^y rings
 include a 5-, 6-, 7-, or 8-membered unsaturated or
 partially unsaturated ring having 0-2 heteroatoms,
 wherein said R^x/R^y ring is optionally substituted. This
 provides a bicyclic ring system containing a pyridine
 10 ring. Examples of preferred bicyclic ring systems of
 formula V are shown below.



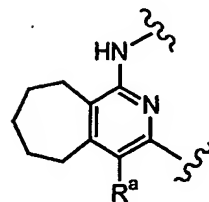
15



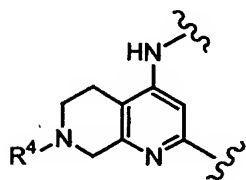
Va-C



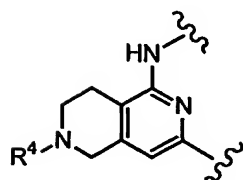
Vb-C



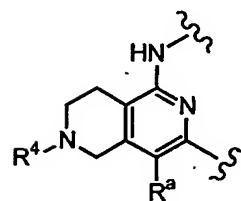
Vc-C



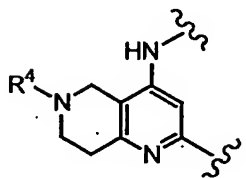
Va-D



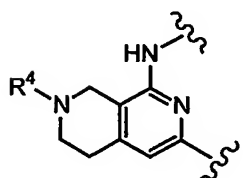
Vb-D



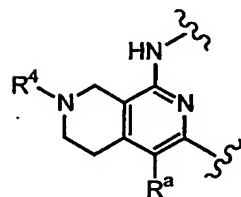
Vc-D



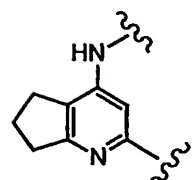
Va-E



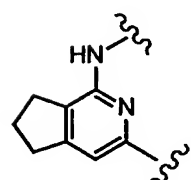
Vb-E



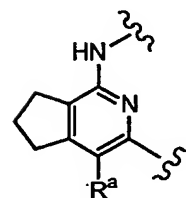
Vc-E



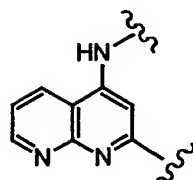
Va-F



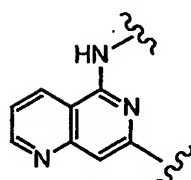
Vb-F



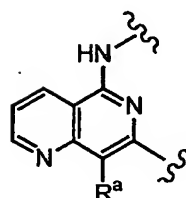
Vc-F



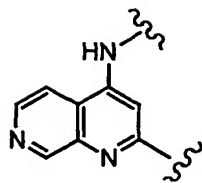
Va-J



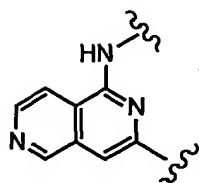
Vb-J



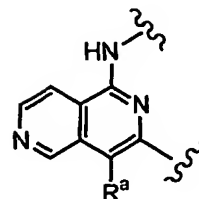
Vc-J



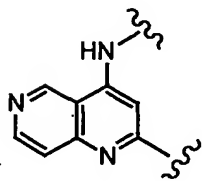
Va-K



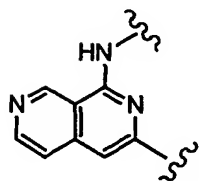
Vb-K



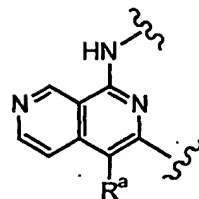
Vc-K



Va-L

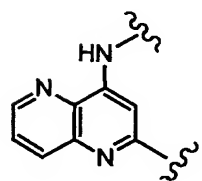


Vb-L

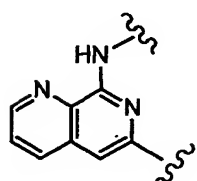


Vc-L

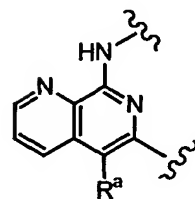
5



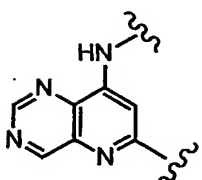
Va-M



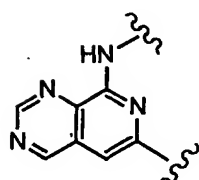
Vb-M



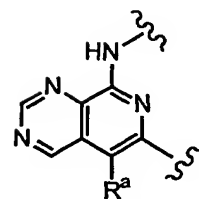
Vc-M



Va-N

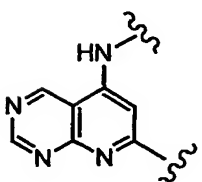


Vb-N

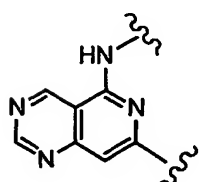


Vc-N

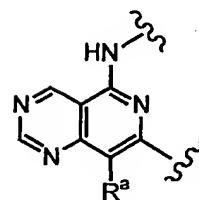
10



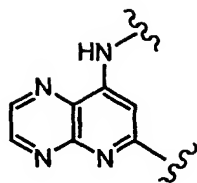
Va-O



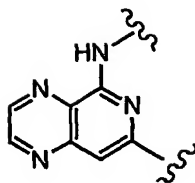
Vb-O



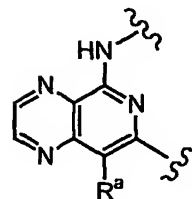
Vc-O



Va-P



Vb-P



Vc-P

More preferred bicyclic ring systems of formula
 5 V include Va-A, Vb-A, Vc-A, Va-B, Vb-B, Vc-B, Va-D, Vb-D, Vc-D, Va-E, Vb-E, Vc-E, Va-J, Vb-J, Vc-J, Va-K, Vb-K, Vc-K, Va-L, Vb-L, Vc-L, Va-M, Vb-M, and Vc-M, most preferably Va-A, Vb-A, Vc-A, Va-B, Vb-B, and Vc-B.

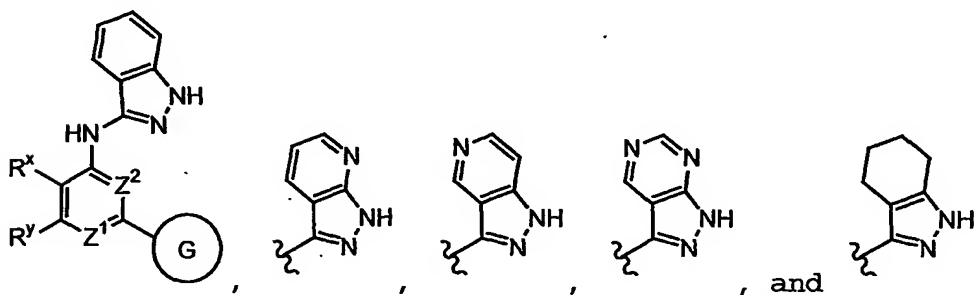
In the monocyclic pyridine ring system of
 10 formula V, preferred R^x groups include hydrogen, alkyl- or dialkylamino, acetamido, or a C_{1-4} aliphatic group such as methyl, ethyl, cyclopropyl, isopropyl or t-butyl. Preferred R^y groups include T- R^3 wherein T is a valence bond or a methylene, and R^3 is -R, - $N(R^4)_2$, or -OR. When
 15 R^3 is -R or -OR, a preferred R is an optionally substituted group selected from C_{1-6} aliphatic, phenyl, or a 5-6 membered heteroaryl or heterocyclyl ring. Examples of preferred R^y include 2-pyridyl, 4-pyridyl, piperidinyl, methyl, ethyl, cyclopropyl, isopropyl, t-butyl, alkyl- or
 20 dialkylamino, acetamido, optionally substituted phenyl such as phenyl or halo-substituted phenyl, and methoxymethyl.

In the bicyclic ring system of formula V, the ring formed when R^x and R^y are taken together may be
 25 substituted or unsubstituted. Suitable substituents include -R, halo, -OR, -C(=O)R, -CO₂R, -COCOR, -NO₂, -CN, -S(O)R, -SO₂R, -SR, - $N(R^4)_2$, -CON(R^4)₂, -SO₂N(R^4)₂, -OC(=O)R, -N(R^4)COR, -N(R^4)CO₂(optionally substituted C_{1-6} aliphatic), -N(R^4)N(R^4)₂, -C=NN(R^4)₂, -C=N-OR,
 30 -N(R^4)CON(R^4)₂, -N(R^4)SO₂N(R^4)₂, -N(R^4)SO₂R, or

$-\text{OC}(=\text{O})\text{N}(\text{R}^4)_2$, wherein R and R^4 are as defined above.

Preferred R^x/R^y ring substituents include -halo, -R, -OR, -COR, $-\text{CO}_2\text{R}$, $-\text{CON}(\text{R}^4)_2$, -CN, or $-\text{N}(\text{R}^4)_2$ wherein R is an optionally substituted C_{1-6} aliphatic group.

- 5 The R^2 and $\text{R}^{2'}$ groups of formula V may be taken together to form a fused ring, thus providing a bicyclic ring system containing a pyrazole ring. Preferred fused rings include benzo, pyrido, pyrimido, and a partially unsaturated 6-membered carbocyclo ring. These are
- 10 exemplified in the following formula V compounds having a pyrazole-containing bicyclic ring system:

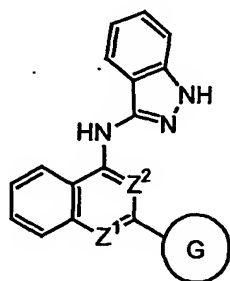


- 15 Preferred substituents on the $\text{R}^2/\text{R}^{2'}$ fused ring of formula V include one or more of the following: -halo, $-\text{N}(\text{R}^4)_2$, $-\text{C}_{1-4}$ alkyl, $-\text{C}_{1-4}$ haloalkyl, $-\text{NO}_2$, $-\text{O}(\text{C}_{1-4}$ alkyl), $-\text{CO}_2(\text{C}_{1-4}$ alkyl), -CN, $-\text{SO}_2(\text{C}_{1-4}$ alkyl), $-\text{SO}_2\text{NH}_2$, $-\text{OC}(\text{O})\text{NH}_2$, $-\text{NH}_2\text{SO}_2(\text{C}_{1-4}$ alkyl), $-\text{NHC}(\text{O})(\text{C}_{1-4}$ alkyl), $-\text{C}(\text{O})\text{NH}_2$, and
- 20 $-\text{CO}(\text{C}_{1-4}$ alkyl), wherein the $(\text{C}_{1-4}$ alkyl) is a straight, branched, or cyclic alkyl group. Preferably, the $(\text{C}_{1-4}$ alkyl) group is methyl.

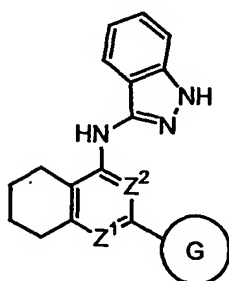
- When the pyrazole ring system is monocyclic, preferred R^2 groups include hydrogen, C_{1-4} aliphatic,
- 25 alkoxy carbonyl, (un)substituted phenyl, hydroxyalkyl, alkoxyalkyl, aminocarbonyl, mono- or dialkylaminocarbonyl, aminoalkyl, alkylaminoalkyl, dialkylaminoalkyl, phenylaminocarbonyl, and (N-

heterocyclyl)carbonyl. Examples of such preferred R² substituents include methyl, cyclopropyl, ethyl, isopropyl, propyl, t-butyl, cyclopentyl, phenyl, CO₂H, CO₂CH₃, CH₂OH, CH₂OCH₃, CH₂CH₂CH₂OH, CH₂CH₂CH₂OCH₃,
 5 CH₂CH₂CH₂OCH₂Ph, CH₂CH₂CH₂NH₂, CH₂CH₂CH₂NHCOOC(CH₃)₃, CONHCH(CH₃)₂, CONHCH₂CH=CH₂, CONHCH₂CH₂OCH₃, CONHCH₂Ph, CONH(cyclohexyl), CON(Et)₂, CON(CH₃)CH₂Ph, CONH(n-C₃H₇), CON(Et)CH₂CH₂CH₃, CONHCH₂CH(CH₃)₂, CON(n-C₃H₇)₂, CO(3-methoxymethylpyrrolidin-1-yl), CONH(3-tolyl), CONH(4-
 10 tolyl), CONHCH₃, CO(morpholin-1-yl), CO(4-methylpiperazin-1-yl), CONHCH₂CH₂OH, CONH₂, and CO(piperidin-1-yl). A preferred R^{2'} group is hydrogen.

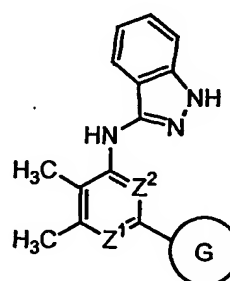
More preferred ring systems of formula V are the following, which may be substituted as described
 15 above, wherein R² and R^{2'} are taken together with the pyrazole ring to form an optionally substituted indazole ring; and R^x and R^y are each methyl, or R^x and R^y are taken together with the pyridine ring to form an optionally substituted quinoline, isoquinoline, tetrahydroquinoline
 20 or tetrahydroisoquinoline ring:



V-Aa



V-Ba



V-Ha

When G is Ring C, preferred formula V Ring C
 25 groups are phenyl and pyridinyl. When two adjacent substituents on Ring C are taken together to form a fused ring, Ring C is contained in a bicyclic ring system. Preferred fused rings include a benzo or pyrido ring.

Such rings preferably are fused at ortho and meta positions of Ring C. Examples of preferred bicyclic Ring C systems include naphthyl and isoquinolinyl. Preferred R^1 groups include -halo, an optionally substituted C_{1-6} aliphatic group, phenyl, $-COR^6$, $-OR^6$, $-CN$, $-SO_2R^6$, $-SO_2NH_2$, $-N(R^6)_2$, $-CO_2R^6$, $-CONH_2$, $-NHCOR^6$, $-OC(O)NH_2$, or $-NHSO_2R^6$. When R^1 is an optionally substituted C_{1-6} aliphatic group, the most preferred optional substituents are halogen. Examples of preferred R^1 groups include $-CF_3$, $-Cl$, $-F$, $-CN$, $-COCH_3$, $-OCH_3$, $-OH$, $-CH_2CH_3$, $-OCH_2CH_3$, $-CH_3$, $-CF_2CH_3$, cyclohexyl, t-butyl, isopropyl, cyclopropyl, $-C\equiv CH$, $-C\equiv C-CH_3$, $-SO_2CH_3$, $-SO_2NH_2$, $-N(CH_3)_2$, $-CO_2CH_3$, $-CONH_2$, $-NHCOCH_3$, $-OC(O)NH_2$, $-NHSO_2CH_3$, and $-OCF_3$.

On Ring C preferred R^5 substituents, when present, include -halo, $-CN$, $-NO_2$, $-N(R^4)_2$, optionally substituted C_{1-6} aliphatic group, $-OR$, $-C(O)R$, $-CO_2R$, $-CONH(R^4)$, $-N(R^4)COR$, $-SO_2N(R^4)_2$, and $-N(R^4)SO_2R$. More preferred R^5 substituents include $-Cl$, $-F$, $-CN$, $-CF_3$, $-NH_2$, $-NH(C_{1-4} \text{ aliphatic})$, $-N(C_{1-4} \text{ aliphatic})_2$, $-O(C_{1-4} \text{ aliphatic})$, $C_{1-4} \text{ aliphatic}$, and $-CO_2(C_{1-4} \text{ aliphatic})$. Examples of such preferred R^5 substituents include $-Cl$, $-F$, $-CN$, $-CF_3$, $-NH_2$, $-NHMe$, $-NMe_2$, $-OEt$, methyl, ethyl, cyclopropyl, isopropyl, t-butyl, and $-CO_2Et$.

When G is Ring D, preferred formula V Ring D monocyclic rings include substituted and unsubstituted phenyl, pyridinyl, piperidinyl, piperazinyl, pyrrolidinyl, thienyl, azepanyl, and morpholinyl rings. When two adjacent substituents on Ring D are taken together to form a fused ring, the Ring D system is bicyclic. Preferred formula V Ring D bicyclic rings include 1,2,3,4-tetrahydroisoquinolinyl, 1,2,3,4-tetrahydroquinolinyl, 2,3-dihydro-1H-isoindolyl, 2,3-dihydro-1H-indolyl, isoquinolinyl, quinolinyl, and

naphthyl. Examples of more preferred bicyclic Ring D systems include naphthyl and isoquinolinyl.

Preferred substituents on Ring D of formula V include one or more of the following: halo, oxo, CN, -NO₂,
5 -N(R⁴)₂, -CO₂R, -CONH(R⁴), -N(R⁴)COR, -SO₂N(R⁴)₂, -N(R⁴)SO₂R, -SR, -OR, -C(O)R, or substituted or unsubstituted group selected from 5-6 membered heterocyclyl, C₆₋₁₀ aryl, or C₁₋₆ aliphatic. More preferred Ring D substituents include
10 -halo, -CN, -oxo, -SR, -OR, -N(R⁴)₂, -C(O)R, or a substituted or unsubstituted group selected from 5-6 membered heterocyclyl, C₆₋₁₀ aryl, or C₁₋₆ aliphatic. Examples of Ring D substituents include -OH, phenyl, methyl, CH₂OH, CH₂CH₂OH, pyrrolidinyl, OPh, CF₃, C≡CH, Cl, Br, F, I, NH₂, C(O)CH₃, *i*-propyl, *tert*-butyl, SET, OMe,
15 N(Me)₂, methylene dioxy, and ethylene dioxy.

Preferred formula V compounds have one or more, and more preferably all, of the features selected from the group consisting of:

(a) Ring C is a phenyl or pyridinyl ring,
20 optionally substituted by -R⁵, wherein when Ring C and two adjacent substituents thereon form a bicyclic ring system, the bicyclic ring system is selected from a naphthyl, quinolinyl or isoquinolinyl ring, and R¹ is -halo, an optionally substituted C₁₋₆ aliphatic group,
25 phenyl, -COR⁶, -OR⁶, -CN, -SO₂R⁶, -SO₂NH₂, -N(R⁶)₂, -CO₂R⁶, -CONH₂, -NHCOR⁶, -OC(O)NH₂, or -NHSO₂R⁶; or Ring D is an optionally substituted ring selected from a phenyl, pyridinyl, piperidinyl, piperazinyl, pyrrolidinyl, thienyl, azepanyl, morpholinyl, 1,2,3,4-
30 tetrahydroisoquinolinyl, 1,2,3,4-tetrahydroquinolinyl, 2,3-dihydro-1*H*-isoindolyl, 2,3-dihydro-1*H*-indolyl, isoquinolinyl, quinolinyl, or naphthyl ring;

(b) R^x is hydrogen or C_{1-4} aliphatic and R^y is $T-R^3$, or R^x and R^y are taken together with their intervening atoms to form an optionally substituted 5-7 membered unsaturated or partially unsaturated ring having 0-2 ring nitrogens; and

(c) $R^{2'}$ is hydrogen and R^2 is hydrogen or a substituted or unsubstituted group selected from aryl, heteroaryl, or a C_{1-6} aliphatic group, or R^2 and $R^{2'}$ are taken together with their intervening atoms to form a substituted or unsubstituted benzo, pyrido, pyrimido or partially unsaturated 6-membered carbocyclo ring.

More preferred compounds of formula V have one or more, and more preferably all, of the features selected from the group consisting of:

(a) Ring C is a phenyl or pyridinyl ring, optionally substituted by $-R^5$, wherein when Ring C and two adjacent substituents thereon form a bicyclic ring system, the bicyclic ring system is a naphthyl ring, and R^1 is -halo, a C_{1-6} haloaliphatic group, a C_{1-6} aliphatic group, phenyl, or -CN; or Ring D is an optionally substituted ring selected from phenyl, pyridinyl, piperidinyl, piperazinyl, pyrrolidinyl, morpholinyl, 1,2,3,4-tetrahydroisoquinolinyl, 1,2,3,4-tetrahydroquinolinyl, 2,3-dihydro-1H-isoindolyl, 2,3-dihydro-1H-indolyl, isoquinolinyl, quinolinyl, or naphthyl;

(b) R^x is hydrogen or methyl and R^y is -R, $N(R^4)_2$, or -OR, or R^x and R^y are taken together with their intervening atoms to form a benzo ring or a 5-7 membered partially unsaturated carbocyclo ring, said benzo or carbocyclo ring optionally substituted with -R, halo, -OR, $-C(=O)R$, $-CO_2R$, $-COCOR$, $-NO_2$, -CN, $-S(O)R$, $-SO_2R$, $-SR$, $-N(R^4)_2$, $-CON(R^4)_2$, $-SO_2N(R^4)_2$, $-OC(=O)R$, $-N(R^4)COR$,

-N(R⁴)CO₂(optionally substituted C₁₋₆ aliphatic),
-N(R⁴)N(R⁴)₂, -C=NN(R⁴)₂, -C=N-OR, -N(R⁴)CON(R⁴)₂,
-N(R⁴)SO₂N(R⁴)₂, -N(R⁴)SO₂R, or -OC(=O)N(R⁴)₂;

(c) R^{2'} is hydrogen and R² is hydrogen or a
5 substituted or unsubstituted group selected from aryl, or
a C₁₋₆ aliphatic group, or R² and R^{2'} are taken together
with their intervening atoms to form a substituted or
unsubstituted benzo, pyrido, pyrimido or partially
unsaturated 6-membered carbocyclo ring; and

10 (d) Ring D is substituted by oxo or R⁵, wherein
each R⁵ is independently selected from -halo, -CN, -NO₂,
-N(R⁴)₂, optionally substituted C₁₋₆ aliphatic group, -OR,
-C(O)R, -CO₂R, -CONH(R⁴), -N(R⁴)COR, -SO₂N(R⁴)₂, or
-N(R⁴)SO₂R.

15 Even more preferred compounds of formula V have
one or more, and more preferably all, of the features
selected from the group consisting of:

(a) Ring C is a phenyl or pyridinyl ring,
optionally substituted by -R⁵, wherein when Ring C and two
20 adjacent substituents thereon form a bicyclic ring
system, the bicyclic ring system is a naphthyl ring, and
R¹ is -halo, a C₁₋₄ aliphatic group optionally substituted
with halogen, or -CN; or Ring D is an optionally
substituted ring selected from phenyl, pyridinyl,
25 piperidinyl, piperazinyl, pyrrolidinyl, morpholinyl,
1,2,3,4-tetrahydroisoquinolinyl, 1,2,3,4-
tetrahydroquinolinyl, isoquinolinyl, quinolinyl, or
naphthyl;

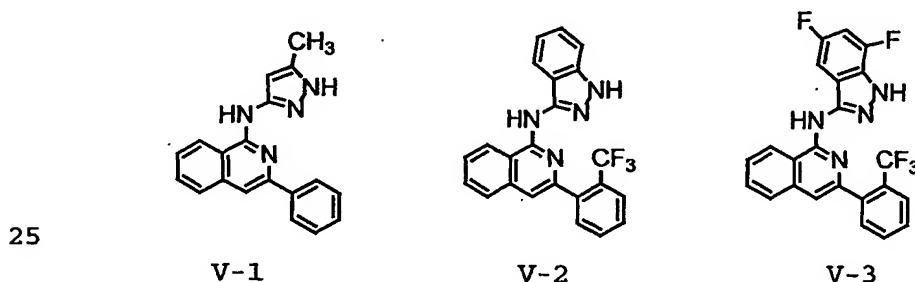
(b) R^x is hydrogen or methyl and R^y is methyl,
30 methoxymethyl, ethyl, cyclopropyl, isopropyl, t-butyl,
alkyl- or an optionally substituted group selected from
2-pyridyl, 4-pyridyl, piperidinyl, or phenyl, or R^x and R^y
are taken together with their intervening atoms to form a

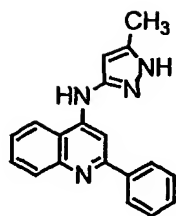
benzo ring or a 6-membered partially unsaturated carbocyclo ring optionally substituted with halo, CN, oxo, C₁₋₆ alkyl, C₁₋₆ alkoxy, (C₁₋₆ alkyl)carbonyl, (C₁₋₆ alkyl)sulfonyl, mono- or dialkylamino, mono- or
 5 dialkylaminocarbonyl, mono- or dialkylaminocarbonyloxy, or 5-6 membered heteroaryl;

(c) R² and R^{2'} are taken together with their intervening atoms to form a benzo, pyrido, pyrimido or partially unsaturated 6-membered carbocyclo ring
 10 optionally substituted with -halo, -N(R⁴)₂, -C₁₋₄ alkyl, -C₁₋₄ haloalkyl, -NO₂, -O(C₁₋₄ alkyl), -CO₂(C₁₋₄ alkyl), -CN, -SO₂(C₁₋₄ alkyl), -SO₂NH₂, -OC(O)NH₂, -NH₂SO₂(C₁₋₄ alkyl), -NHC(O)(C₁₋₄ alkyl), -C(O)NH₂, or -CO(C₁₋₄ alkyl), wherein the (C₁₋₄ alkyl) is a straight, branched, or cyclic alkyl
 15 group; and

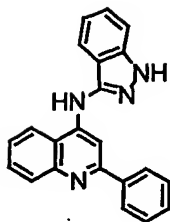
(d) Ring D is substituted by oxo or R⁵, wherein each R⁵ is independently selected from -Cl, -F, -CN, -CF₃, -NH₂, -NH(C₁₋₄ aliphatic), -N(C₁₋₄ aliphatic)₂, -O(C₁₋₄ aliphatic), C₁₋₄ aliphatic, and -CO₂(C₁₋₄ aliphatic).
 20 Representative compounds of formula V are set forth in Table 4 below.

Table 4.

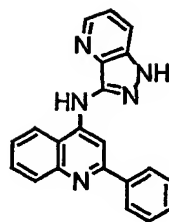




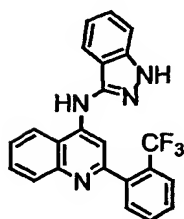
V-4



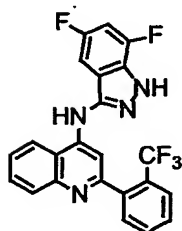
V-5



V-6



V-7

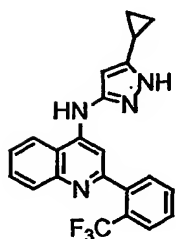


V-8

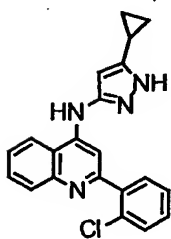


V-9

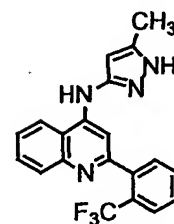
5



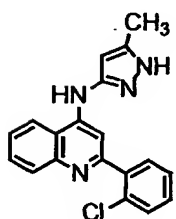
V-10



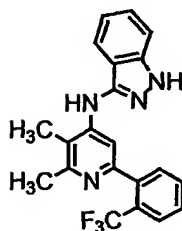
V-11



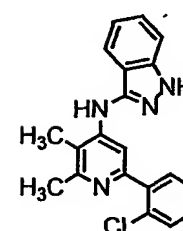
V-12



V-13

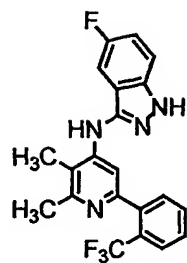


V-14

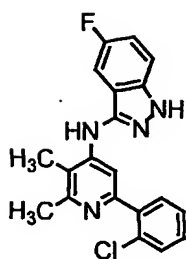


V-15

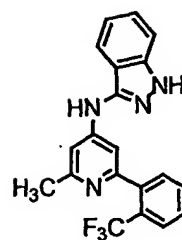
10



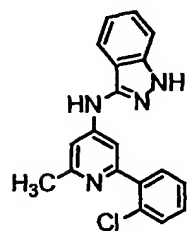
V-16



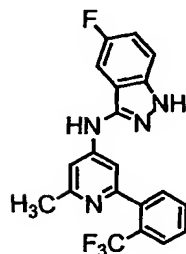
V-17



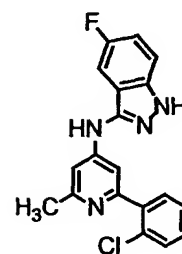
V-18



V-19

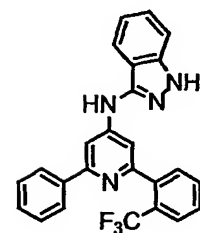


V-20

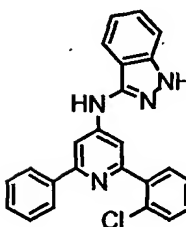


V-21

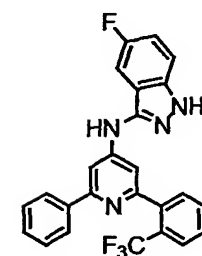
5



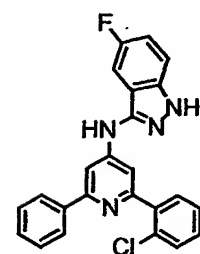
V-22



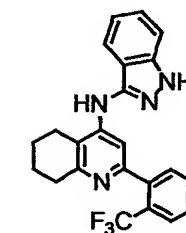
V-23



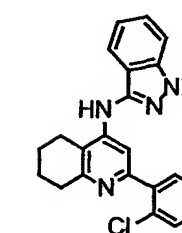
V-24



V-25

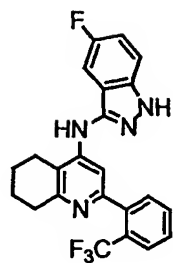


V-26

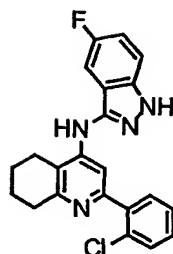


V-27

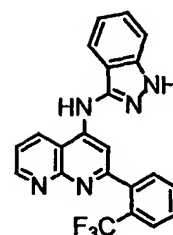
10



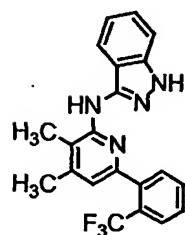
V-28



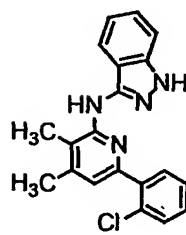
V-29



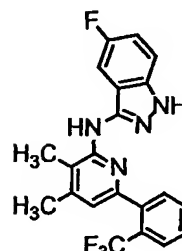
V-30



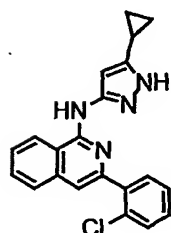
V-31



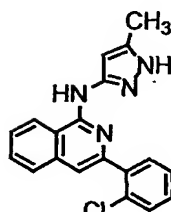
V-32



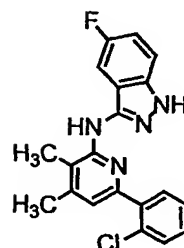
V-33



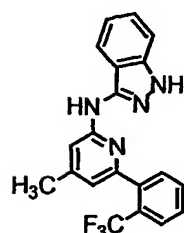
V-34



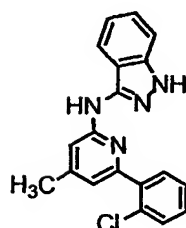
V-35



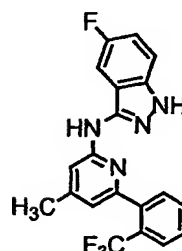
V-36



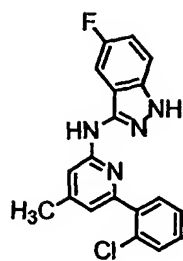
V-37



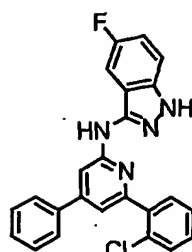
V-38



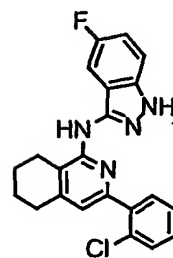
V-39



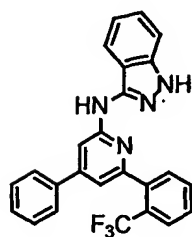
V-40



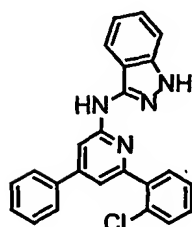
V-41



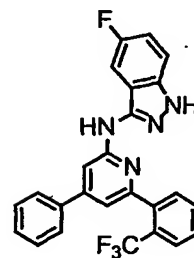
V-42



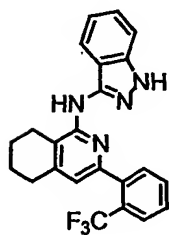
V-43



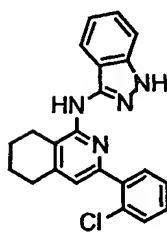
V-44



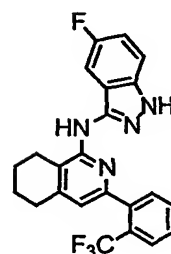
V-45



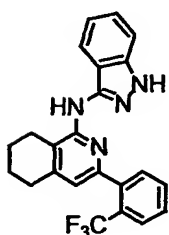
V-46



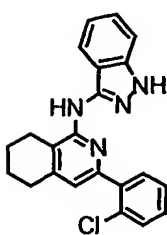
V-47



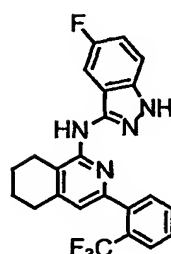
V-48



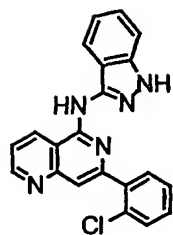
V-49



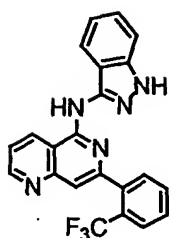
V-50



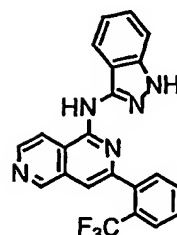
V-51



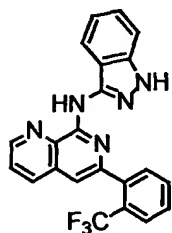
V-52



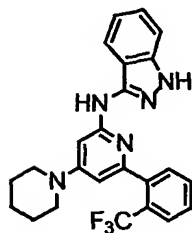
V-53



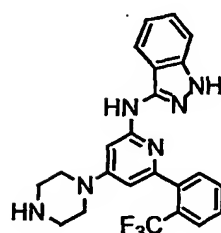
V-54



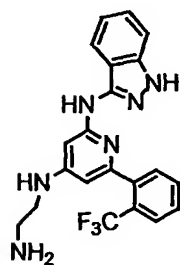
V-55



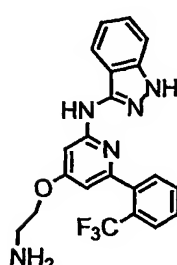
V-56



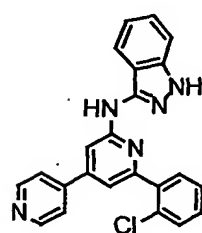
V-57



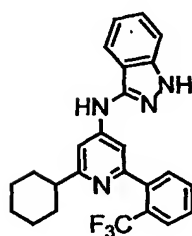
V-58



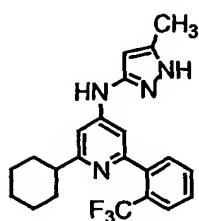
V-59



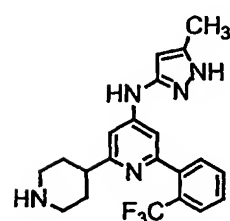
V-60



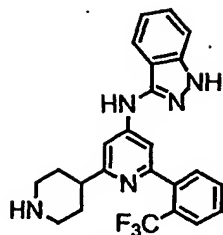
V-61



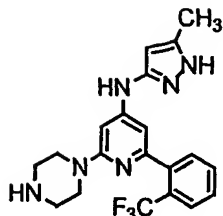
V-62



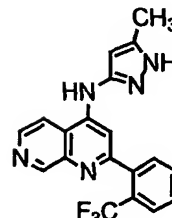
V-63



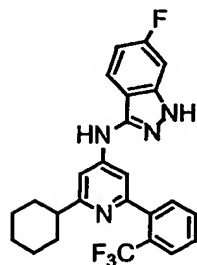
V-64



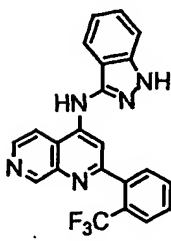
V-65



V-66



V-67



V-68

5

In another embodiment, this invention provides a composition comprising a compound of formula V and a pharmaceutically acceptable carrier.

10 One aspect of this invention relates to a method of inhibiting GSK-3 activity in a patient, comprising administering to the patient a therapeutically effective amount of a composition comprising a compound of formula V.

15 Another aspect relates to a method of treating a disease that is alleviated by treatment with a GSK-3 inhibitor, said method comprising the step of administering to a patient in need of such a treatment a therapeutically effective amount of a composition

20 comprising a compound of formula V.

Another aspect relates to a method of enhancing glycogen synthesis and/or lowering blood levels of glucose in a patient in need thereof, comprising administering to said patient a therapeutically effective

25 amount of a composition comprising a compound of formula

V. This method is especially useful for diabetic patients.

Another aspect relates to a method of inhibiting the production of hyperphosphorylated Tau protein in a patient in need thereof, comprising administering to said patient a therapeutically effective amount of a composition comprising a compound of formula V. This method is especially useful in halting or slowing the progression of Alzheimer's disease.

Another aspect relates to a method of inhibiting the phosphorylation of β -catenin in a patient in need thereof, comprising administering to said patient a therapeutically effective amount of a composition comprising a compound of formula V. This method is especially useful for treating schizophrenia.

One aspect of this invention relates to a method of inhibiting Aurora activity in a patient, comprising administering to the patient a therapeutically effective amount of a composition comprising a compound of formula V.

Another aspect relates to a method of treating a disease that is alleviated by treatment with an Aurora inhibitor, said method comprising the step of administering to a patient in need of such a treatment a therapeutically effective amount of a composition comprising a compound of formula V. This method is especially useful for treating cancer, such as colon, ovarian, and breast cancer.

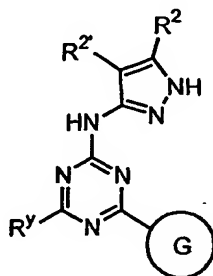
One aspect of this invention relates to a method of inhibiting CDK-2 activity in a patient, comprising administering to the patient a therapeutically effective amount of a composition comprising a compound of formula V.

Another aspect relates to a method of treating a disease that is alleviated by treatment with a CDK-2 inhibitor, said method comprising the step of administering to a patient in need of such a treatment a therapeutically effective amount of a composition comprising a compound of formula V. This method is especially useful for treating cancer, Alzheimer's disease, restenosis, angiogenesis, glomerulonephritis, cytomegalovirus, HIV, herpes, psoriasis, atherosclerosis, alopecia, and autoimmune diseases such as rheumatoid arthritis.

Another method relates to inhibiting GSK-3, Aurora, or CDK-2 activity in a biological sample, which method comprises contacting the biological sample with the GSK-3 or Aurora inhibitor of formula V, or a pharmaceutical composition thereof, in an amount effective to inhibit GSK-3, Aurora or CDK-2.

Each of the aforementioned methods directed to the inhibition of GSK-3, Aurora or CDK-2, or the treatment of a disease alleviated thereby, is preferably carried out with a preferred compound of formula V, as described above.

Another embodiment of this invention relates to compounds of formula VI:



VI

or a pharmaceutically acceptable derivative or prodrug thereof, wherein:

G is Ring C or Ring D;

Ring C is selected from a phenyl, pyridinyl, pyrimidinyl, pyridazinyl, pyrazinyl, or 1,2,4-triazinyl ring, wherein said Ring C has one or two ortho substituents independently selected from $-R^1$, any substitutable non-ortho carbon position on Ring C is independently substituted by $-R^5$, and two adjacent substituents on Ring C are optionally taken together with their intervening atoms to form a fused, unsaturated or partially unsaturated, 5-6 membered ring having 0-3 heteroatoms selected from oxygen, sulfur or nitrogen, said fused ring being optionally substituted by halo, oxo, or $-R^8$;

Ring D is a 5-7 membered monocyclic ring or 8-10 membered bicyclic ring selected from aryl, heteroaryl, heterocyclyl or carbocyclyl, said heteroaryl or heterocyclyl ring having 1-4 ring heteroatoms selected from nitrogen, oxygen or sulfur, wherein Ring D is substituted at any substitutable ring carbon by oxo or $-R^5$, and at any substitutable ring nitrogen by $-R^4$, provided that when Ring D is a six-membered aryl or heteroaryl ring, $-R^5$ is hydrogen at each ortho carbon position of Ring D;

R^1 is selected from -halo, -CN, $-NO_2$, T-V- R^6 , phenyl, 5-6 membered heteroaryl ring, 5-6 membered heterocyclyl ring, or C_{1-6} aliphatic group, said phenyl, heteroaryl, and heterocyclyl rings each optionally substituted by up to three groups independently selected from halo, oxo, or $-R^8$, said C_{1-6} aliphatic group optionally substituted with halo, cyano, nitro, or oxygen, or R^1

- and an adjacent substituent taken together with their intervening atoms form said ring fused to Ring C;
 R^Y is $T-R^{3'}$;
 T is a valence bond or a C_{1-4} alkylidene chain;
 R^2 and $R^{2'}$ are independently selected from $-R$, $-T-W-R^6$, or
 R^2 and $R^{2'}$ are taken together with their intervening
5 atoms to form a fused, 5-8 membered, unsaturated or partially unsaturated, ring having 0-3 ring heteroatoms selected from nitrogen, oxygen, or sulfur, wherein each substitutable carbon on said fused ring formed by R^2 and $R^{2'}$ is substituted by halo, oxo, $-CN$, $-NO_2$, $-R^7$, or
10 $-V-R^6$, and any substitutable nitrogen on said ring formed by R^2 and $R^{2'}$ is substituted by R^4 ;
 $R^{3'}$ is an optionally substituted group selected from C_{1-6} aliphatic, C_{3-10} carbocyclyl, C_{6-10} aryl, a heteroaryl ring having 5-10 ring atoms, or a heterocyclyl ring having 5-10 ring atoms;
each R is independently selected from hydrogen or an optionally substituted group selected from C_{1-6} aliphatic, C_{6-10} aryl, a heteroaryl ring having 5-10 ring atoms, or a heterocyclyl ring having 5-10 ring atoms;
each R^4 is independently selected from $-R^7$, $-COR^7$, $-CO_2$ (optionally substituted C_{1-6} aliphatic), $-CON(R^7)_2$, or $-SO_2R^7$, or two R^4 on the same nitrogen are taken
15 together to form a 5-8 membered heterocyclyl or heteroaryl ring;
each R^5 is independently selected from $-R$, halo, $-OR$, $-C(=O)R$, $-CO_2R$, $-COCOR$, $-NO_2$, $-CN$, $-S(O)R$, $-SO_2R$, $-SR$, $-N(R^4)_2$, $-CON(R^4)_2$, $-SO_2N(R^4)_2$, $-OC(=O)R$, $-N(R^4)COR$,
20 $-N(R^4)CO_2$ (optionally substituted C_{1-6} aliphatic), $-N(R^4)N(R^4)_2$, $-C=NN(R^4)_2$, $-C=N-OR$, $-N(R^4)CON(R^4)_2$, $-N(R^4)SO_2N(R^4)_2$, $-N(R^4)SO_2R$, or $-OC(=O)N(R^4)_2$, or R^5 and

an adjacent substituent taken together with their intervening atoms form said ring fused to Ring C;

V is -O-, -S-, -SO-, -SO₂-, -N(R⁶)SO₂-, -SO₂N(R⁶)-,
 -N(R⁶)-, -CO-, -CO₂-, -N(R⁶)CO-, -N(R⁶)C(O)O-,
 5 -N(R⁶)CON(R⁶)-, -N(R⁶)SO₂N(R⁶)-, -N(R⁶)N(R⁶)-,
 -C(O)N(R⁶)-, -OC(O)N(R⁶)-, -C(R⁶)₂O-, -C(R⁶)₂S-,
 -C(R⁶)₂SO-, -C(R⁶)₂SO₂-, -C(R⁶)₂SO₂N(R⁶)-, -C(R⁶)₂N(R⁶)-,
 -C(R⁶)₂N(R⁶)C(O)-, -C(R⁶)₂N(R⁶)C(O)O-, -C(R⁶)=NN(R⁶)-,
 -C(R⁶)=N-O-, -C(R⁶)₂N(R⁶)N(R⁶)-, -C(R⁶)₂N(R⁶)SO₂N(R⁶)-, or
 10 -C(R⁶)₂N(R⁶)CON(R⁶)-;

W is -C(R⁶)₂O-, -C(R⁶)₂S-, -C(R⁶)₂SO-, -C(R⁶)₂SO₂-,
 -C(R⁶)₂SO₂N(R⁶)-, -C(R⁶)₂N(R⁶)-, -CO-, -CO₂-,
 -C(R⁶)OC(O)-, -C(R⁶)OC(O)N(R⁶)-, -C(R⁶)₂N(R⁶)CO-,
 -C(R⁶)₂N(R⁶)C(O)O-, -C(R⁶)=NN(R⁶)-, -C(R⁶)=N-O-,
 15 -C(R⁶)₂N(R⁶)N(R⁶)-, -C(R⁶)₂N(R⁶)SO₂N(R⁶)-,
 -C(R⁶)₂N(R⁶)CON(R⁶)-, or -CON(R⁶)-;

each R⁶ is independently selected from hydrogen, an optionally substituted C₁₋₄ aliphatic group, or two R⁶ groups on the same nitrogen atom are taken together
 20 with the nitrogen atom to form a 5-6 membered heterocyclyl or heteroaryl ring;

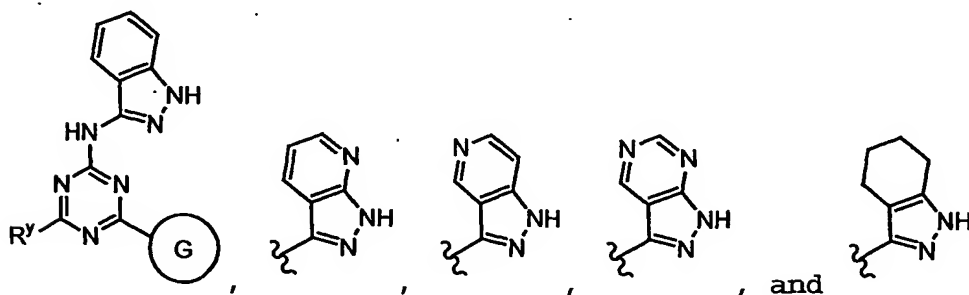
each R⁷ is independently selected from hydrogen or an optionally substituted C₁₋₆ aliphatic group, or two R⁷ on the same nitrogen are taken together with the
 25 nitrogen to form a 5-8 membered heterocyclyl or heteroaryl ring; and

each R⁸ is independently selected from an optionally substituted C₁₋₄ aliphatic group, -OR⁶, -SR⁶, -COR⁶,
 -SO₂R⁶, -N(R⁶)₂, -N(R⁶)N(R⁶)₂, -CN, -NO₂, -CON(R⁶)₂, or
 30 -CO₂R⁶.

Preferred R^y groups of formula VI include T-R^{3'} wherein T is a valence bond or a methylene, and R^{3'} is an optionally substituted group selected from C₁₋₆ aliphatic,

C₃₋₁₀ carbocyclyl, C₆₋₁₀ aryl, a heteroaryl ring having 5-10 ring atoms, or a heterocyclyl ring having 5-10 ring atoms. A preferred R^{3'} group is an optionally substituted group selected from C₃₋₆ carbocyclyl, phenyl, or a 5-6 membered heteroaryl or heterocyclyl ring. Examples of preferred R^y include 2-pyridyl, 4-pyridyl, piperidinyl, morpholinyl, cyclopropyl, cyclohexyl, and optionally substituted phenyl such as phenyl or halo-substituted phenyl.

The R² and R^{2'} groups of formula VI may be taken together to form a fused ring, thus providing a bicyclic ring system containing a pyrazole ring. Preferred fused rings include benzo, pyrido, pyrimido, and a partially unsaturated 6-membered carbocyclo ring. These are exemplified in the following formula VI compounds having a pyrazole-containing bicyclic ring system:



Preferred substituents on the R²/R^{2'} fused ring include one or more of the following: -halo, -N(R⁴)₂, -C₁₋₄ alkyl, -C₁₋₄ haloalkyl, -NO₂, -O(C₁₋₄ alkyl), -CO₂(C₁₋₄ alkyl), -CN, -SO₂(C₁₋₄ alkyl), -SO₂NH₂, -OC(O)NH₂, -NH₂SO₂(C₁₋₄ alkyl), -NHC(O)(C₁₋₄ alkyl), -C(O)NH₂, and -CO(C₁₋₄ alkyl), wherein the (C₁₋₄ alkyl) is a straight, branched, or cyclic alkyl group. Preferably, the (C₁₋₄ alkyl) group is methyl.

When the pyrazole ring system is monocyclic, preferred R^2 groups of formula VI include hydrogen, C_{1-4} aliphatic, alkoxy carbonyl, (un)substituted phenyl, hydroxyalkyl, alkoxyalkyl, aminocarbonyl, mono- or
 5 dialkylaminocarbonyl, aminoalkyl, alkylaminoalkyl, dialkylaminoalkyl, phenylaminocarbonyl, and (N-heterocyclyl)carbonyl. Examples of such preferred R^2 substituents include methyl, cyclopropyl, ethyl, isopropyl, propyl, t-butyl, cyclopentyl, phenyl, CO_2H ,
 10 CO_2CH_3 , CH_2OH , CH_2OCH_3 , $CH_2CH_2CH_2OH$, $CH_2CH_2CH_2OCH_3$, $CH_2CH_2CH_2OCH_2Ph$, $CH_2CH_2CH_2NH_2$, $CH_2CH_2CH_2NHCOOC(CH_3)_3$, $CONHCH(CH_3)_2$, $CONHCH_2CH=CH_2$, $CONHCH_2CH_2OCH_3$, $CONHCH_2Ph$, $CONH(cyclohexyl)$, $CON(Et)_2$, $CON(CH_3)CH_2Ph$, $CONH(n-C_3H_7)$, $CON(Et)CH_2CH_2CH_3$, $CONHCH_2CH(CH_3)_2$, $CON(n-C_3H_7)_2$, $CO(3-$
 15 methoxymethylpyrrolidin-1-yl), $CONH(3-tolyl)$, $CONH(4-tolyl)$, $CONHCH_3$, $CO(morpholin-1-yl)$, $CO(4-methylpiperazin-1-yl)$, $CONHCH_2CH_2OH$, $CONH_2$, and $CO(piperidin-1-yl)$. A preferred $R^{2'}$ group is hydrogen.

When G is Ring C, preferred formula VI Ring C
 20 groups are phenyl and pyridinyl. When two adjacent substituents on Ring C are taken together to form a fused ring, Ring C is contained in a bicyclic ring system. Preferred fused rings include a benzo or pyrido ring. Such rings preferably are fused at ortho and meta
 25 positions of Ring C. Examples of preferred bicyclic Ring C systems include naphthyl and isoquinolinyl. Preferred R^1 groups include -halo, an optionally substituted C_{1-6} aliphatic group, phenyl, $-COR^6$, $-OR^6$, $-CN$, $-SO_2R^6$, $-SO_2NH_2$, $-N(R^6)_2$, $-CO_2R^6$, $-CONH_2$, $-NHCOR^6$, $-OC(O)NH_2$, or $-NHSO_2R^6$.
 30 When R^1 is an optionally substituted C_{1-6} aliphatic group, the most preferred optional substituents are halogen. Examples of preferred R^1 groups include $-CF_3$, $-Cl$, $-F$, $-CN$, $-COCH_3$, $-OCH_3$, $-OH$, $-CH_2CH_3$, $-OCH_2CH_3$, $-CH_3$, $-CF_2CH_3$,

cyclohexyl, t-butyl, isopropyl, cyclopropyl, $-\text{C}\equiv\text{CH}$,
 $-\text{C}\equiv\text{C}-\text{CH}_3$, $-\text{SO}_2\text{CH}_3$, $-\text{SO}_2\text{NH}_2$, $-\text{N}(\text{CH}_3)_2$, $-\text{CO}_2\text{CH}_3$, $-\text{CONH}_2$,
 $-\text{NHCOCH}_3$, $-\text{OC}(\text{O})\text{NH}_2$, $-\text{NHSO}_2\text{CH}_3$, and $-\text{OCF}_3$.

On Ring C preferred R^5 substituents, when
5 present, include -halo, -CN, $-\text{NO}_2$, $-\text{N}(\text{R}^4)_2$, optionally
substituted C_{1-6} aliphatic group, -OR, $-\text{C}(\text{O})\text{R}$, $-\text{CO}_2\text{R}$,
 $-\text{CONH}(\text{R}^4)$, $-\text{N}(\text{R}^4)\text{COR}$, $-\text{SO}_2\text{N}(\text{R}^4)_2$, and $-\text{N}(\text{R}^4)\text{SO}_2\text{R}$. More
preferred R^5 substituents include -Cl, -F, -CN, $-\text{CF}_3$,
 $-\text{NH}_2$, $-\text{NH}(\text{C}_{1-4} \text{ aliphatic})$, $-\text{N}(\text{C}_{1-4} \text{ aliphatic})_2$, $-\text{O}(\text{C}_{1-4}$
10 $\text{aliphatic})$, C_{1-4} aliphatic, and $-\text{CO}_2(\text{C}_{1-4} \text{ aliphatic})$.
Examples of such preferred R^5 substituents include -Cl,
-F, -CN, $-\text{CF}_3$, $-\text{NH}_2$, -NHMe, -NMe₂, -OEt, methyl, ethyl,
cyclopropyl, isopropyl, t-butyl, and $-\text{CO}_2\text{Et}$.

When G is Ring D, preferred formula VI Ring D
15 monocyclic rings include substituted and unsubstituted
phenyl, pyridinyl, piperidinyl, piperazinyl,
pyrrolidinyl, thienyl, azepanyl, and morpholinyl rings.
When two adjacent substituents on Ring D are taken
together to form a fused ring, the Ring D system is
20 bicyclic. Preferred formula VI Ring D bicyclic rings
include 1,2,3,4-tetrahydroisoquinolinyl, 1,2,3,4-
tetrahydroquinolinyl, 2,3-dihydro-1H-isoindolyl, 2,3-
dihydro-1H-indolyl, isoquinolinyl, quinolinyl, and
naphthyl. Examples of more preferred bicyclic Ring D
25 systems include naphthyl and isoquinolinyl.

Preferred substituents on formula VI Ring D
include one or more of the following: halo, oxo, CN, $-\text{NO}_2$,
 $-\text{N}(\text{R}^4)_2$, $-\text{CO}_2\text{R}$, $-\text{CONH}(\text{R}^4)$, $-\text{N}(\text{R}^4)\text{COR}$, $-\text{SO}_2\text{N}(\text{R}^4)_2$, $-\text{N}(\text{R}^4)\text{SO}_2\text{R}$,
-SR, -OR, $-\text{C}(\text{O})\text{R}$, or substituted or unsubstituted group
30 selected from 5-6 membered heterocyclyl, C_{6-10} aryl, or C_{1-6}
aliphatic. More preferred Ring D substituents include
-halo, -CN, -oxo, -SR, -OR, $-\text{N}(\text{R}^4)_2$, $-\text{C}(\text{O})\text{R}$, or a
substituted or unsubstituted group selected from 5-6

membered heterocyclyl, C₆₋₁₀ aryl, or C₁₋₆ aliphatic.

Examples of Ring D substituents include -OH, phenyl, methyl, CH₂OH, CH₂CH₂OH, pyrrolidinyl, OPh, CF₃, C≡CH, Cl, Br, F, I, NH₂, C(O)CH₃, i-propyl, tert-butyl, SEt, OMe, N(Me)₂, methylene dioxy, and ethylene dioxy.

Preferred formula VI compounds have one or more, and more preferably all, of the features selected from the group consisting of:

(a) Ring C is selected from a phenyl or pyridinyl ring, optionally substituted by -R⁵, wherein when Ring C and two adjacent substituents thereon form a bicyclic ring system, the bicyclic ring system is selected from a naphthyl, quinolinyl or isoquinolinyl ring, and R¹ is -halo, an optionally substituted C₁₋₆ aliphatic group, phenyl, -COR⁶, -OR⁶, -CN, -SO₂R⁶, -SO₂NH₂, -N(R⁶)₂, -CO₂R⁶, -CONH₂, -NHCOR⁶, -OC(O)NH₂, or -NHSO₂R⁶; or Ring D is an optionally substituted ring selected from a phenyl, pyridinyl, piperidinyl, piperazinyl, pyrrolidinyl, thienyl, azepanyl, morpholinyl, 1,2,3,4-tetrahydroisoquinolinyl, 1,2,3,4-tetrahydroquinolinyl, 2,3-dihydro-1H-isoindolyl, 2,3-dihydro-1H-indolyl, isoquinolinyl, quinolinyl, or naphthyl ring;

(b) R^y is T-R^{3'}, wherein T is a valence bond or a methylene; and

(c) R^{2'} is hydrogen and R² is hydrogen or a substituted or unsubstituted group selected from aryl, heteroaryl, or a C₁₋₆ aliphatic group, or R² and R^{2'} are taken together with their intervening atoms to form a substituted or unsubstituted benzo, pyrido, pyrimido or partially unsaturated 6-membered carbocyclo ring.

More preferred compounds of formula VI have one or more, and more preferably all, of the features selected from the group consisting of:

(a) Ring C is a phenyl or pyridinyl ring, optionally substituted by $-R^5$, wherein when Ring C and two adjacent substituents thereon form a bicyclic ring system, the bicyclic ring system is a naphthyl ring, and
5 R^1 is -halo, a C_{1-6} haloaliphatic group, a C_{1-6} aliphatic group, phenyl, or -CN; or Ring D is an optionally substituted ring selected from phenyl, pyridinyl, piperidinyl, piperazinyl, pyrrolidinyl, morpholinyl, 1,2,3,4-tetrahydroisoquinolinyl, 1,2,3,4-
10 tetrahydroquinolinyl, 2,3-dihydro-1H-indolyl, 2,3-dihydro-1H-indolyl, isoquinolinyl, quinolinyl, or naphthyl;

(b) R^y is $T-R^{3'}$, wherein T is a valence bond or a methylene and $R^{3'}$ is an optionally substituted group
15 selected from C_{1-6} aliphatic, C_{3-6} carbocyclyl, C_{6-10} aryl, a heteroaryl ring having 5-10 ring atoms, or a heterocyclyl ring having 5-10 ring atoms;

(c) $R^{2'}$ is hydrogen and R^2 is hydrogen or a substituted or unsubstituted group selected from aryl, or
20 a C_{1-6} aliphatic group, or R^2 and $R^{2'}$ are taken together with their intervening atoms to form a substituted or unsubstituted benzo, pyrido, pyrimido or partially unsaturated 6-membered carbocyclo ring; and

(d) Ring D is substituted by oxo or R^5 , wherein
25 each R^5 is independently selected from -halo, -CN, $-NO_2$, $-N(R^4)_2$, optionally substituted C_{1-6} aliphatic group, -OR, $-C(O)R$, $-CO_2R$, $-CONH(R^4)$, $-N(R^4)COR$, $-SO_2N(R^4)_2$, or $-N(R^4)SO_2R$.

Even more preferred compounds of formula VI
30 have one or more, and more preferably all, of the features selected from the group consisting of:

(a) R^y is $T-R^{3'}$, wherein T is a valence bond or a methylene and $R^{3'}$ is an optionally substituted group

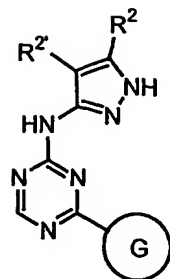
selected from C₁₋₄ aliphatic, C₃₋₆ carbocyclyl, phenyl, or a 5-6 membered heteroaryl or heterocyclyl ring;

(b) Ring C is a phenyl or pyridinyl ring, optionally substituted by -R⁵, wherein when Ring C and two adjacent substituents thereon form a bicyclic ring system, the bicyclic ring system is a naphthyl ring, and R¹ is -halo, a C₁₋₄ aliphatic group optionally substituted with halogen, or -CN; or Ring D is an optionally substituted ring selected from phenyl, pyridinyl, piperidinyl, piperazinyl, pyrrolidinyl, morpholinyl, 1,2,3,4-tetrahydroisoquinolinyl, 1,2,3,4-tetrahydroquinolinyl, isoquinolinyl, quinolinyl, or naphthyl;

(c) R² and R^{2'} are taken together with their intervening atoms to form a benzo, pyrido, pyrimido or partially unsaturated 6-membered carbocyclo ring optionally substituted with -halo, -N(R⁴)₂, -C₁₋₄ alkyl, -C₁₋₄ haloalkyl, -NO₂, -O(C₁₋₄ alkyl), -CO₂(C₁₋₄ alkyl), -CN, -SO₂(C₁₋₄ alkyl), -SO₂NH₂, -OC(O)NH₂, -NH₂SO₂(C₁₋₄ alkyl), -NHC(O)(C₁₋₄ alkyl), -C(O)NH₂, or -CO(C₁₋₄ alkyl), wherein the (C₁₋₄ alkyl) is a straight, branched, or cyclic alkyl group; and

(d) Ring D is substituted by oxo or R⁵, wherein each R⁵ is independently selected from -Cl, -F, -CN, -CF₃, -NH₂, -NH(C₁₋₄ aliphatic), -N(C₁₋₄ aliphatic)₂, -O(C₁₋₄ aliphatic), C₁₋₄ aliphatic, and -CO₂(C₁₋₄ aliphatic).

Another embodiment of this invention relates to compounds of formula VIa:



VIa

or a pharmaceutically acceptable derivative or prodrug thereof, wherein:

G is Ring C or Ring D;

Ring C is selected from a phenyl, pyridinyl, pyrimidinyl,
 5 pyridazinyl, pyrazinyl, or 1,2,4-triazinyl ring,
 wherein said Ring C has one or two ortho substituents
 independently selected from $-R^1$, any substitutable non-
 ortho carbon position on Ring C is independently
 substituted by $-R^5$, and two adjacent substituents on
 10 Ring C are optionally taken together with their
 intervening atoms to form a fused, unsaturated or
 partially unsaturated, 5-6 membered ring having 0-3
 heteroatoms selected from oxygen, sulfur or nitrogen,
 said fused ring being optionally substituted by halo,
 15 oxo, or $-R^8$;

Ring D is a 5-7 membered monocyclic ring or 8-10 membered
 bicyclic ring selected from aryl, heteroaryl,
 heterocyclyl or carbocyclyl, said heteroaryl or
 heterocyclyl ring having 1-4 ring heteroatoms selected
 20 from nitrogen, oxygen or sulfur, wherein Ring D is
 substituted at any substitutable ring carbon by oxo or
 $-R^5$, and at any substitutable ring nitrogen by $-R^4$,
 provided that when Ring D is a six-membered aryl or
 heteroaryl ring, $-R^5$ is hydrogen at each ortho carbon
 25 position of Ring D;

- R^1 is selected from -halo, -CN, -NO₂, T-V-R⁶, phenyl, 5-6 membered heteroaryl ring, 5-6 membered heterocyclyl ring, or C₁₋₆ aliphatic group, said phenyl, heteroaryl, and heterocyclyl rings each optionally substituted by
- 5 up to three groups independently selected from halo, oxo, or -R⁸, said C₁₋₆ aliphatic group optionally substituted with halo, cyano, nitro, or oxygen, or R¹ and an adjacent substituent taken together with their intervening atoms form said ring fused to Ring C;
- T is a valence bond or a C₁₋₄ alkylidene chain;
- 10 R^2 and $R^{2'}$ are taken together with their intervening atoms to form a fused, 5-8 membered, unsaturated or partially unsaturated, ring having 0-3 ring heteroatoms selected from nitrogen, oxygen, or sulfur, wherein each substitutable carbon on said fused ring formed by R^2
- 15 and $R^{2'}$ is substituted by halo, oxo, -CN, -NO₂, -R⁷, or -V-R⁶, and any substitutable nitrogen on said ring formed by R^2 and $R^{2'}$ is substituted by R⁴;
- each R is independently selected from hydrogen or an optionally substituted group selected from C₁₋₆ aliphatic, C₆₋₁₀ aryl, a heteroaryl ring having 5-10 ring atoms, or a heterocyclyl ring having 5-10 ring atoms;
- each R⁴ is independently selected from -R⁷, -COR⁷, -CO₂(optionally substituted C₁₋₆ aliphatic), -CON(R⁷)₂,
- 20 or -SO₂R⁷, or two R⁴ on the same nitrogen are taken together to form a 5-8 membered heterocyclyl or heteroaryl ring;
- each R⁵ is independently selected from -R, halo, -OR, -C(=O)R, -CO₂R, -COCOR, -NO₂, -CN, -S(O)R, -SO₂R, -SR,
- 25 -N(R⁴)₂, -CON(R⁴)₂, -SO₂N(R⁴)₂, -OC(=O)R, -N(R⁴)COR, -N(R⁴)CO₂(optionally substituted C₁₋₆ aliphatic), -N(R⁴)N(R⁴)₂, -C=NN(R⁴)₂, -C=N-OR, -N(R⁴)CON(R⁴)₂,

$-N(R^4)SO_2N(R^4)_2$, $-N(R^4)SO_2R$, or $-OC(=O)N(R^4)_2$, or R^5 and an adjacent substituent taken together with their intervening atoms form said ring fused to Ring C;

V is $-O-$, $-S-$, $-SO-$, $-SO_2-$, $-N(R^6)SO_2-$, $-SO_2N(R^6)-$,
 5 $-N(R^6)-$, $-CO-$, $-CO_2-$, $-N(R^6)CO-$, $-N(R^6)C(O)O-$,
 $-N(R^6)CON(R^6)-$, $-N(R^6)SO_2N(R^6)-$, $-N(R^6)N(R^6)-$,
 $-C(O)N(R^6)-$, $-OC(O)N(R^6)-$, $-C(R^6)_2O-$, $-C(R^6)_2S-$,
 $-C(R^6)_2SO-$, $-C(R^6)_2SO_2-$, $-C(R^6)_2SO_2N(R^6)-$, $-C(R^6)_2N(R^6)-$,
 $-C(R^6)_2N(R^6)C(O)-$, $-C(R^6)_2N(R^6)C(O)O-$, $-C(R^6)=NN(R^6)-$,
 10 $-C(R^6)=N-O-$, $-C(R^6)_2N(R^6)N(R^6)-$, $-C(R^6)_2N(R^6)SO_2N(R^6)-$, or
 $-C(R^6)_2N(R^6)CON(R^6)-$;

W is $-C(R^6)_2O-$, $-C(R^6)_2S-$, $-C(R^6)_2SO-$, $-C(R^6)_2SO_2-$,
 $-C(R^6)_2SO_2N(R^6)-$, $-C(R^6)_2N(R^6)-$, $-CO-$, $-CO_2-$,
 $-C(R^6)OC(O)-$, $-C(R^6)OC(O)N(R^6)-$, $-C(R^6)_2N(R^6)CO-$,
 15 $-C(R^6)_2N(R^6)C(O)O-$, $-C(R^6)=NN(R^6)-$, $-C(R^6)=N-O-$,
 $-C(R^6)_2N(R^6)N(R^6)-$, $-C(R^6)_2N(R^6)SO_2N(R^6)-$,
 $-C(R^6)_2N(R^6)CON(R^6)-$, or $-CON(R^6)-$;

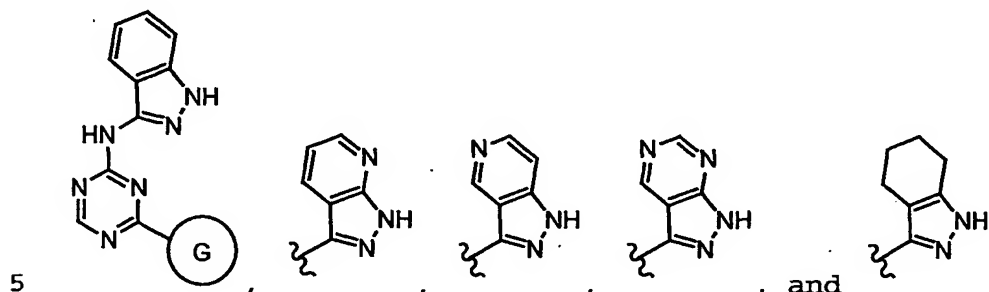
each R^6 is independently selected from hydrogen, an optionally substituted C_{1-4} aliphatic group, or two R^6
 20 groups on the same nitrogen atom are taken together with the nitrogen atom to form a 5-6 membered heterocyclyl or heteroaryl ring;

each R^7 is independently selected from hydrogen or an optionally substituted C_{1-6} aliphatic group, or two R^7
 25 on the same nitrogen are taken together with the nitrogen to form a 5-8 membered heterocyclyl or heteroaryl ring; and

each R^8 is independently selected from an optionally substituted C_{1-4} aliphatic group, $-OR^6$, $-SR^6$, $-COR^6$,
 30 $-SO_2R^6$, $-N(R^6)_2$, $-N(R^6)N(R^6)_2$, $-CN$, $-NO_2$, $-CON(R^6)_2$, or $-CO_2R^6$.

Preferred rings formed by the R^2 and $R^{2'}$ groups of formula Via include benzo, pyrido, pyrimido, and a

partially unsaturated 6-membered carbocyclo ring. These are exemplified in the following formula VIa compounds having a pyrazole-containing bicyclic ring system:



Preferred substituents on the $R^2/R^{2'}$ fused ring include one or more of the following: -halo, $-N(R^4)_2$, $-C_{1-4}$ alkyl, $-C_{1-4}$ haloalkyl, $-NO_2$, $-O(C_{1-4}$ alkyl), $-CO_2(C_{1-4}$ alkyl), $-CN$, $-SO_2(C_{1-4}$ alkyl), $-SO_2NH_2$, $-OC(O)NH_2$, $-NH_2SO_2(C_{1-4}$ alkyl), $-NHC(O)(C_{1-4}$ alkyl), $-C(O)NH_2$, and $-CO(C_{1-4}$ alkyl), wherein the $(C_{1-4}$ alkyl) is a straight, branched, or cyclic alkyl group. Preferably, the $(C_{1-4}$ alkyl) group is methyl.

15 When G is Ring C, preferred formula VIa Ring C groups are phenyl and pyridinyl. When two adjacent substituents on Ring C are taken together to form a fused ring, Ring C is contained in a bicyclic ring system. Preferred fused rings include a benzo or pyrido ring.

20 Such rings preferably are fused at ortho and meta positions of Ring C. Examples of preferred bicyclic Ring C systems include naphthyl and isoquinolinyl. Preferred R^1 groups include -halo, an optionally substituted C_{1-6} aliphatic group, phenyl, $-COR^6$, $-OR^6$, $-CN$, $-SO_2R^6$, $-SO_2NH_2$, $-N(R^6)_2$, $-CO_2R^6$, $-CONH_2$, $-NHCOR^6$, $-OC(O)NH_2$, or $-NHSO_2R^6$.

25 When R^1 is an optionally substituted C_{1-6} aliphatic group, the most preferred optional substituents are halogen. Examples of preferred R^1 groups include $-CF_3$, $-Cl$, $-F$,

-CN, -COCH₃, -OCH₃, -OH, -CH₂CH₃, -OCH₂CH₃, -CH₃, -CF₂CH₃, cyclohexyl, t-butyl, isopropyl, cyclopropyl, -C≡CH, -C=C-CH₃, -SO₂CH₃, -SO₂NH₂, -N(CH₃)₂, -CO₂CH₃, -CONH₂, -NHCOCH₃, -OC(O)NH₂, -NHSO₂CH₃, and -OCF₃.

- 5 On Ring C preferred R⁵ substituents, when present, include -halo, -CN, -NO₂, -N(R⁴)₂, optionally substituted C₁₋₆ aliphatic group, -OR, -C(O)R, -CO₂R, -CONH(R⁴), -N(R⁴)COR, -SO₂N(R⁴)₂, and -N(R⁴)SO₂R. More preferred R⁵ substituents include -Cl, -F, -CN, -CF₃,
10 -NH₂, -NH(C₁₋₄ aliphatic), -N(C₁₋₄ aliphatic)₂, -O(C₁₋₄ aliphatic), C₁₋₄ aliphatic, and -CO₂(C₁₋₄ aliphatic). Examples of such preferred R⁵ substituents include -Cl, -F, -CN, -CF₃, -NH₂, -NHMe, -NMe₂, -OEt, methyl, ethyl, cyclopropyl, isopropyl, t-butyl, and -CO₂Et.
- 15 When G is Ring D, preferred formula VIa Ring D monocyclic rings include substituted and unsubstituted phenyl, pyridinyl, piperidinyl, piperazinyl, pyrrolidinyl, thienyl, azepanyl, and morpholinyl rings. When two adjacent substituents on Ring D are taken
20 together to form a fused ring, the Ring D system is bicyclic. Preferred formula VIa Ring D bicyclic rings include 1,2,3,4-tetrahydroisoquinolinyl, 1,2,3,4-tetrahydroquinolinyl, 2,3-dihydro-1H-isoindolyl, 2,3-dihydro-1H-indolyl, isoquinolinyl, quinolinyl, and
25 naphthyl. Examples of more preferred bicyclic Ring D systems include naphthyl and isoquinolinyl.

- Preferred substituents on the formula VIa Ring D include one or more of the following: halo, oxo, CN, -NO₂, -N(R⁴)₂, -CO₂R, -CONH(R⁴), -N(R⁴)COR, -SO₂N(R⁴)₂,
30 -N(R⁴)SO₂R, -SR, -OR, -C(O)R, or substituted or unsubstituted group selected from 5-6 membered heterocyclyl, C₆₋₁₀ aryl, or C₁₋₆ aliphatic. More preferred Ring D substituents include -halo, -CN, -oxo, -SR, -OR,

-N(R⁴)₂, -C(O)R, or a substituted or unsubstituted group selected from 5-6 membered heterocyclyl, C₆₋₁₀ aryl, or C₁₋₆ aliphatic. Examples of Ring D substituents include -OH, phenyl, methyl, CH₂OH, CH₂CH₂OH, pyrrolidinyl, OPh, CF₃,
5 C≡CH, Cl, Br, F, I, NH₂, C(O)CH₃, *i*-propyl, *tert*-butyl, SEt, OMe, N(Me)₂, methylene dioxy, and ethylene dioxy.

Preferred formula VIa compounds have one or more, and more preferably all, of the features selected from the group consisting of:

- 10 (a) Ring C is a phenyl or pyridinyl ring, optionally substituted by -R⁵, wherein when Ring C and two adjacent substituents thereon form a bicyclic ring system, the bicyclic ring system is selected from a naphthyl, quinolinyl or isoquinolinyl ring, and R¹ is
15 -halo, an optionally substituted C₁₋₆ aliphatic group, phenyl, -COR⁶, -OR⁶, -CN, -SO₂R⁶, -SO₂NH₂, -N(R⁶)₂, -CO₂R⁶, -CONH₂, -NHCOR⁶, -OC(O)NH₂, or -NHSO₂R⁶; or Ring D is an optionally substituted ring selected from a phenyl, pyridinyl, piperidinyl, piperazinyl, pyrrolidinyl,
20 thienyl, azepanyl, morpholinyl, 1,2,3,4-tetrahydroisoquinolinyl, 1,2,3,4-tetrahydroquinolinyl, 2,3-dihydro-1*H*-isoindolyl, 2,3-dihydro-1*H*-indolyl, isoquinolinyl, quinolinyl, or naphthyl ring; and

- (b) R² and R^{2'} are taken together with their
25 intervening atoms to form a substituted or unsubstituted benzo, pyrido, pyrimido or partially unsaturated 6-membered carbocyclo ring.

More preferred compounds of formula VIa have one or more, and more preferably all, of the features
30 selected from the group consisting of:

- (a) Ring C is a phenyl or pyridinyl ring, optionally substituted by -R⁵, wherein when Ring C and two adjacent substituents thereon form a bicyclic ring